



BKB LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1998/012435/06)

Share Code: 4ABKB

ISIN: ZAE40000069

("BKB" or "the Company")

LISTING BY WAY OF INTRODUCTION OF BKB ON CTSE

LISTING PARTICULARS DOCUMENT

The definitions and interpretations commencing on page 8 of this Listing Particulars Document apply mutatis mutandis to this cover page.

This Listing Particulars Document has been prepared in accordance with and issued pursuant to the CTSE Listing Requirements, for the purpose of providing information to the Public and potential investors in regard to BKB and its Subsidiaries. This Listing Particulars Document does not constitute and/or incorporate a prospectus and/or an invitation to the Public to subscribe for Shares in BKB (as contemplated in terms of the Companies Act). The CTSE Issuer Regulation Committee has granted BKB a Listing by way of introduction of its Ordinary Shares on the securities exchange operated by CTSE, under the long name "**BKB Limited**", abbreviated name "**BKB**", CTSE Share code "**4ABKB**" and ISIN "**ZAE40000069**", with effect from the commencement of trade on **Thursday, 10 March 2022**, being the Listing Date. As at the Listing Date, the Authorised and Issued Share Capital of BKB are as follows:

- the Authorised Share Capital comprises 200 000 000 (two hundred million) Ordinary Shares;
- the Issued Share Capital comprises 88 407 075 (eighty eight million four hundred and seven thousand and seventy five) Ordinary Shares;
- 9 801 852 (nine million eight hundred and one thousand eight hundred and fifty two) Ordinary Shares are classified as treasury shares, which have arisen through the consolidation of the BKB Personnel Share Trust. Shareholders are referred to section 2.1.2 of the Listing Particulars for more details on the voting of the Shares held by the BKB Personnel Share Trust; and
- All Shares in issue rank Pari Passu with each other in all respects, including in respect of voting rights and Distributions.

It is important to note that, in accordance with the provisions of the Financial Markets Act, Shares may only be traded on CTSE in Dematerialised format and accordingly, all Shareholders are kindly referred to the section titled "*Action required by Shareholders*" on page 4).

This Listing Particulars Document includes particulars given in compliance with the CTSE Listing Requirements governing the Official List of Securities, for the purpose of giving information to the Public and potential investors in regard to the Company. The Directors whose names appear on page 21 of this Listing Particulars Document, collectively and individually, accept full responsibility for the accuracy and/or completeness of the information contained herein and confirm that, having made all reasonable enquiries, to the best of their knowledge and belief there are no other facts, the omission of which would make any statement herein false and/or misleading.

Pallidus

**CORPORATE ADVISOR AND
ISSUER AGENT**



REPORTING ACCOUNTANT

DATE OF ISSUE: 1 MARCH 2022

This Listing Particulars Document is available in English only and may be obtained from **1 MARCH 2022**, until **15 March 2022** (inclusive) at the registered offices of BKB and the offices of the Corporate Advisor at the addresses set out in the "*Corporate Information and Professional Advisors*" section of this Listing Particulars Document. A copy of the Listing Particulars Document will also be made available for download from the Company's Website (www.bkb.co.za).

CORPORATE INFORMATION AND PROFESSIONAL ADVISORS

BOARD OF DIRECTORS

Executive Directors

J E Stumpf (*Managing Director*)
J A van Niekerk (*Financial Director*)
A S du Toit (*Executive Director*)

Non-executive

G E J Kingwill **(Chairman)*
H J Swart **(Vice-Chairman)*
P G Carshagen*
H C Staple*
V Pillay*
C D Hobson*
M H Jonas*
E A Meyer*
J F Janse van Rensburg*

* *Independent*

CORPORATE ADVISOR

Pallidus Capital Proprietary Limited
(Registration number: 2015/030782/07)
Die Groenhuis
38 Garsfontein Road
Waterkloof, 0145
South Africa
(PostNet Suite 65, Private Bag X4, Menlo Park, 0102)

EXTERNAL ISSUER AGENT TO BKB

Pallidus Exchange Services Proprietary Limited
(Registration number: 2019/060500/07)
Die Groenhuis
38 Garsfontein Road
Waterkloof, 0145
South Africa
(PostNet Suite 65, Private Bag X4, Menlo Park, 0102)

REPORTING ACCOUNTANT

PricewaterhouseCoopers Incorporated
(Registration Number: 1998/012055/21)
Ascot Office Park
1 Ascot Road, Greenacres
Gqeberha, 6045
South Africa
(PO Box 27013, Greenacres, 6057)

PRINCIPLE LEGAL ADVISORS

Cliff Dekker Hofmeyr Incorporated
(Registration number: 2008/018923/21)
11 Buitengracht Street
Cape Town, 8001
South Africa
(PO Box 695, Cape Town, 8000)

COMPANY INFORMATION AND REGISTERED OFFICE OF BKB

BKB Limited
(Registration number: 1998/012435/06)

Registered address and postal address:

61 Grahamstown Road, North End
Gqeberha, 6001
Eastern Cape, South Africa
(PO Box 2002, North End, Gqeberha, 6056)

Place and date of Incorporation: South Africa on 29 June 1998.

Tax residency of the Company

The Company is a tax resident of South Africa, with the income tax number being 9284009074.

Website: www.bkb.co.za

COMPANY SECRETARY OF BKB

Mrs. J Oosthuizen
61 Grahamstown Road, North End
Gqeberha, 6001
Eastern Cape, South Africa
(PO Box 2002, North End, 6056)
Email: jo.oosthuizen@bkb.co.za
Tel: +27 (041) 503 3060

TRANSFER SECRETARY

CTSE Registry Services Proprietary Limited
(Registration number: 2016/396777/07)
5th Floor, 68 Albert Road
Woodstock
Cape Town, 7925
South Africa
(Postnet Suite 5, Private Bag X4, Woodstock, 7915)
Email: admin@ctserregistry.co.za

PRINCIPLE BANKERS

First National Bank Limited
(Registration Number 1929/001225/06)
FNB Building,
16 Newton Place,
Newton Street, Newton Park
Gqeberha, 6070

Absa Bank Limited
(Registration Number: 1986/004794/06)
15 Alice Lane
Sandhurst
Johannesburg
2000

IMPORTANT LEGAL STATEMENTS

No Offer being made to the Public (as contemplated in terms of the Companies Act):

1. This Listing Particulars Document is not an invitation to the Public to subscribe for Securities in BKB (as contemplated in terms of the Companies Act), but is issued in compliance with the CTSE Listing Requirements for purposes of furnishing information to Shareholders, the Public and potential investors with regards to BKB and its Subsidiaries and more specifically, the Listing.
2. This Listing Particulars Document does not constitute, envisage and/or represent an offer to the Public in South Africa, as contemplated in terms of the Companies Act and Companies Regulations, nor does it constitute a prospectus registered in terms of the Companies Act and Companies Regulations.

Forward-looking statements:

3. This Listing Particulars Document contains statements about the Group that are or may be forward-looking statements. All statements, other than statements of historical fact are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: strategy; the economic outlook for the Group; growth prospects and outlook for operations, individually or in the aggregate; and liquidity and capital resources and expenditure. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as “*believe*”, “*aim*”, “*expect*”, “*anticipate*”, “*intend*”, “*foresee*”, “*forecast*”, “*likely*”, “*should*”, “*budget*”, “*planned*”, “*may*”, “*estimated*”, “*potential*” or similar words and phrases.
4. Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, estimates of capital expenditures, acquisition strategy, future capital expenditure levels, and other economic factors, such as, *inter alia*, interest rates.
5. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. The Group cautions that forward-looking statements are not guarantees of future performance. Actual future results, financial and operating conditions, liquidity and the developments within the industries in which the Group operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this Listing Particulars Document.
6. All these forward-looking statements are based on estimates and assumptions made by the Group, all of which estimates and assumptions, although the Group believes them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not eventuate. Many factors (including factors not yet known to the Group, or not currently considered material) could cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in those estimates, statements or assumptions.
7. Potential investors should keep in mind that any forward-looking statement made in this Listing Particulars Document or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of the Group not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement are not known.
8. The Group has no duty to, and does not intend to, update or revise the forward-looking statements contained in this Listing Particulars Document after the date of this Listing Particulars Document, except as may be required by law.

TABLE OF CONTENTS

CORPORATE INFORMATION AND PROFESSIONAL ADVISORS	Inside front cover
IMPORTANT LEGAL STATEMENTS	1
TABLE OF CONTENTS	2
ACTION REQUIRED BY SHAREHOLDERS	4
SALIENT DATES AND TIMES APPLICABLE TO THE LISTING	7
DEFINITIONS AND INTERPRETATIONS	8
LISTING PARTICULARS	13
SECTION 1: LISTING OF SECURITIES AND THE TERMS THEREOF	15
1.1. Summary of the salient MOI provisions in respect of preferences, rights and limitations attaching to the Ordinary Shares	15
1.2. Restrictions on Transferability of BKB Securities	15
1.3. Terms and conditions of the issue of the Securities	15
1.4. CTSE Listing application any other recognised securities exchanges	15
1.5. Securities to be allotted by way of capitalisation of reserves or profits or by way of a bonus to the holders of existing Securities	15
1.6. Securities offered by way of a rights offer	15
1.7. Statement of the net tangible asset backing for each class of security	15
1.8. Anticipated date upon which the Dealing in the Securities to be listed is to commence	15
1.9. Distributions and Distribution policy relating to the Securities issued	15
1.10. Estimated expenses in respect of the Listing	16
1.11. Statement as to the intended use of the proceeds of any new Securities issued	16
SECTION 2: INCORPORATION AND SHARE CAPITAL	16
2.1. Authorised and Issued Share Capital of BKB	16
2.2. Details of intended increase in the Company's capital	16
2.3. Details of the amount of any outstanding convertible debt Securities	16
2.4. Particulars of alterations in the Authorised and Issued Share Capital of the Company	16
2.5. Particulars of any capital of any member of the Group which is under option, or to be put under option	16
SECTION 3: BUSINESS ACTIVITIES OF BKB GROUP	17
3.1. General objectives and nature of the business of the Group	19
3.2. Group's assets situated outside South Africa	19
3.3. If the Company is a member of a Group, a brief description of the Group covering the Company's position within the Group	19
3.4. Particulars of any trademarks, patents or other intellectual or industrial property rights which are Material in relation to the Group's business	19
3.5. Policy of the Group on the research and development of new products and processes	19
3.6. Particulars of any interruptions in the business of the Group which may have had a significant effect on the financial position of the Group	19
3.7. Employment details of the Group	19
3.8. Particulars of the most significant investments of the Group	19
3.9. Capital held or intended to be held by the Company	19
3.10. Particulars of the size, location and tenure of the Group's principal establishments	19
3.11. No change statement in the nature of the business is in contemplation	19
SECTION 4: THE FINANCIAL POSITION OF THE GROUP AND ITS PROSPECTS	20
4.1. Historical financial information and Reporting Accountant's Report	20
4.2. Consolidated basis statements	20
4.3. Statements on the trend of the Group's business and as to the financial and trading position of the Group	20
4.4. Statement by Expert's and profit forecast	21
4.5. Working capital statement	21
4.6. Material adverse change in the financial or trading position of the Group	21
4.7. Litigation statement	21
4.8. Details at a Company and on a consolidated level for EPS, fully diluted EPS, Distributions per Security, NAV per Security, fully diluted NAV per Security	21

SECTION 6:	INFORMATION ABOUT THE COMPANY'S BOARD OF DIRECTORS	21
6.1.	Director details (including details of any proposed Director)	24
6.2.	Company Secretary details	24
6.3.	External Issuer Agent details	24
6.4.	If different from the registered office of the Company, the address of the premises at which the statutory records of the Company are kept	24
6.5.	Directors' (including Associates of Directors) Beneficial Interest in the Securities of the Company	24
6.6.	Major and Controlling Shareholder	25
6.7.	Directors emoluments receivable from a member of the Group for the year ended 30 June 2021	25
6.8.	Directors' emoluments receivable from a member of the Group in respect of the current financial year	25
6.9.	Details of any contract or arrangement subsisting at the date of the Listing Particulars Document, in terms of which a Director of the Company is materially Beneficially Interested and which is Material to the business of the Group	25
6.10.	Details of any outstanding loans by any member of the Group to a Director, including details of any guarantees provided by any member of the Group	25
6.11.	Details of any incentive schemes	25
6.12.	Particulars of any arrangement under which a Director of the Company has waived or agreed to waive future emoluments	26
SECTION 7:	ADDITIONAL MATERIAL INFORMATION	27
7.1.	Exchange Control	27
7.2.	Contracts of Significance, other than contracts which have been entered into by the Company in the ordinary course of business	27
7.3.	Details of where and when documents may be inspected	28
7.4.	Statutory records of BKB	28
ANNEXURES		
Annexure 1	BKB Group Structure	29
Annexure 2	Historical Financial Information	30
Annexure 3	Extracts from the MOI of BKB	34
Annexure 4	BKB Group Corporate Governance Report	37
Annexure 5	Subsidiaries of the BKB Group	40
Annexure 6	Form of Surrender	41

ACTION REQUIRED BY SHAREHOLDERS

The “Definitions and Interpretations” section commencing on page 8 of this Listing Particulars Document apply *mutatis mutandis* to this section on the action required by Shareholders. Please take careful note of the following provisions regarding the action required by Shareholders.

1. INTRODUCTION

- 1.1 Shareholders are referred to the Formal Notice Announced on the CTSE News Service and published on the Company’s Website on **Tuesday, 1 March 2022** regarding the admission of BKB to the Official List of issuers of CTSE. As a result, the Ordinary Shares of BKB will forthwith trade on CTSE.
- 1.2 It is envisaged that the transfer to CTSE will not only enhance the ability of existing and prospective Shareholders to buy and sell Shares in BKB in a cost-effective manner, but will also simplify the current administrative processes for trading in BKB Shares.
- 1.3 Shareholders will be able to register with the CTSE Registry Portal, which account may be used by Shareholders to view (but not trade) their portfolios (see page 5 – “CTSE Registry: Administrative Process and Benefits”).
- 1.4 Shareholders are encouraged to engage with the Company and its advisors regarding the Listing, specifically insofar the trading of Shares is concerned (see page 6 – “How to Trade BKB Shares on CTSE”). All the relevant contact details as provided in this Document.

2. BACKGROUND TO CTSE

- 2.1 CTSE is a fully-fledged licensed stock exchange in South Africa which introduces a unique trading platform structure into the South African market utilising a pre-validation and funding model through the CTSE Registry (a State-approved transfer secretary and wholly-owned subsidiary of CTSE).
- 2.2 CTSE was founded in 2015 in response to South Africa’s transitioning capital markets. CTSE was granted an exchange license to list both equity and debt during August 2016. At inception it was called 4 Africa Exchange or “4AX” on 30 September 2021 the exchange was renamed to “the Cape Town Stock Exchange” as part of an exciting new brand launch.
- 2.3 On 1 March 2017, CTSE formally commenced operations and currently has 9 (nine) listed equity issuers in various market sectors in South Africa.
- 2.4 The CTSE license conditions include the ability to list debt instruments. In support thereof, CTSE has proposed amendments to the CTSE Debt Listing Requirements to include enhanced provisions for the debt market sustainability segment. Furthermore, CTSE also offers unlisted debt services through CTSE Capital Solutions Proprietary Limited, a company in which CTSE owns 49%.
- 2.5 CTSE Registry provides transfer secretarial and registry services assisting CTSE and JSE issuers with fulfilling their governance requirements and disclosures. These services also include e-voting, proxy solicitation and virtual annual general meetings.
- 2.6 CTSE offers open market access, secondary listings and trading ability on A2X.
- 2.7 In conjunction with the launch of CTSE, the following products have also gone live:
 - 2.7.1 Open Market access to CTSE and secondary listing and trading ability with A2X exchange; and
 - 2.7.2 Listing debt trading requirements with improved investor protection and new proposed Environmental, Social and Governance Rules.

3. PROCESS FOR AND CONSEQUENCES OF DEMATERIALISATION OF ORDINARY SHARES:

3.1 Dematerialisation process for Uncertificated Shareholders

- 3.1.1 For Uncertificated Shareholders no action is required insofar as the Dematerialisation of Shares is concerned. Their Shares will automatically be converted into electronic format as Dematerialised Shares. Uncertificated Shareholders will still however be required to open a share trading account, with a CTSE approved authorised user (Broker), for them to be able to trade in their Shares with effect from the Listing Date. Uncertificated Shareholders are referred to page 6 “How to trade BKB Shares”.

3.2 Dematerialisation process for Certificated Shareholders

- 3.2.1 Certificated Shareholders who hold Certificated Shares wishing to trade their Shares on the Listing Date must, by no later than **17h00 on Friday, 4 March 2022** proceed as follows:
 - 3.2.1.1 duly complete and sign the form of surrender (“**Form of Surrender**”) in accordance with the instructions contained therein. The Form of Surrender has been attached as **Annexure 6** to this Document. A Form of Surrender is also obtainable upon request from **(1)** BKB’s share clerk, Marinda van Niekerk on telephone number 041 503 3062 or by email at marinda.vanniekerk@bkb.co.za or **(2)** the Company Secretary, Johannette Oosthuizen, on telephone number 041 503 3060 or by email at jo.oosthuizen@bkb.co.za or **(3)** by email to CTSE Registry at admin@ctseregistry.co.za. Alternatively, Shareholders can obtain a Form of Surrender from their nearest BKB retail branch; and

- 3.2.1.2 deliver the completed and signed Form of Surrender together with such relevant Certificated Shares to their nearest BKB retail branch where a designated branch manager will take receipt thereof and, in turn, provide a relevant notice of receipt to the respective Certificated Shareholder.
- 3.2.2 Certificated BKB shareholders who would like to make an alternative arrangement regarding the Dematerialisation Process applicable to them are welcome to contact BKB's company secretary, Johannette Oosthuizen at telephone number: 041 503 3060 or email at jo.oosthuizen@bkb.co.za.
- 3.2.3 For the avoidance of doubt, Certificated Shareholders who hold Certificated Shares wishing to trade their Shares post the Listing Date, will be required to dematerialise their Shares by surrendering their BKB Share certificates to the Company. Certificated Shareholders may contact the CTSE Registry by email at admin@ctseregistry.co.za for additional information on how to dematerialise their BKB Share certificates in this regard.
- 3.3 Dematerialisation for Shareholder who hold Certificated Shares which have been lost or destroyed**
- 3.3.1 Shareholders whose Certificated Shares have been lost or destroyed are required to proceed as follows:
- 3.3.1.1 notwithstanding that the Certificated Shares in relation to such Shareholder(s) have been lost or destroyed, duly sign and complete the Form of Surrender (refer to paragraph 3.2 above insofar obtaining the required Form of Surrender); and
- 3.3.1.2 together with the completed and signed Form of Surrender, provide evidence to this effect to the satisfaction of the Board and, in addition, also submit a duly signed and completed indemnity form which is obtainable upon request from **(1)** Marinda van Niekerk (marinda.vanniekerk@bkb.co.za) or **(2)** the Company Secretary (jo.oosthuizen@bkb.co.za) or **(3)** CTSE Registry at admin@ctseregistry.co.za.
- 3.3.2 Upon having submitted their Form of Surrender and Indemnity Form as set out above, the Board may then dispense with the requirement applicable to a Certificated (Lost/Destroyed) Shareholder to surrender his/her BKB Certificated Share.
- 3.4 Post Dematerialisation of Ordinary Shares**
- 3.4.1 Shareholders who have successfully completed the Dematerialisation applicable to them, as set in this section of the Listing Particulars, who wish to trade their BKB Shares on the Listing Date, will have to open a share trading account (prior to the Listing Date) with a CTSE approved authorised user (Broker).
- 3.4.2 Immediately prior to the CTSE Listing Date, the BKB Share certificates of BKB Shareholders who have successfully completed the Dematerialisation process will be cancelled, their BKB Shares will automatically be converted into Dematerialised Shares and then be transferred to a nominee account controlled by CTSE Registry. CTSE Registry as custodian, will hold BKB Shares on behalf of each Shareholder (who will continue to be the beneficial holder thereof). Shareholders will also receive a statement from CTSE Registry post the Listing Date, informing them of the number of BKB Shares held.
- 3.4.3 CTSE Registry will hold such Dematerialised Shares for each Shareholder who will continue to be the beneficial owner thereof. Shareholders will receive a notification (by email) from CTSE Registry once an account has been opened; and
- 3.4.4 Shareholders will be able to register and open an account with the CTSE Registry Portal, which account may be used by Shareholders to view (but not trade) their portfolios. Shareholders can access the CTSE Registry Portal via the following link: <https://ctseregistry.co.za>.
- 3.5 Notwithstanding the Dematerialisation, Shareholders will be entitled to, pursuant to the Listing, rematerialise their Dematerialised Shares to Certificated Shares in accordance with sections 49(6) and 54 of the Companies Act. Shareholders wishing to do this should contact their brokers.

4. CTSE REGISTRY: ADMINISTRATIVE PROCESS AND BENEFITS

- 4.1 Shareholders will be able to register on the CTSE Registry Portal. Each Shareholder is automatically assigned an account with CTSE Registry as part of the listing process ("**CTSE Registry Account**").
- 4.2 A CTSE Registry Account is free of charge and enables Shareholders to view (but not trade) their Share portfolios. Any trading in Shares on the CTSE platform must be via a share trading account with a Broker – see "*How to trade BKB Shares on CTSE*" below.
- 4.3 Shareholders are encouraged to register on the CTSE Registry Portal in order for them to receive the following benefits, namely the ability to:
- 4.3.1 view all their CTSE listed investments;
- 4.3.2 view transaction history;
- 4.3.3 manage their contact details;
- 4.3.4 view all communication sent to them by the CTSE Registry;
- 4.3.5 manage their linked accounts;
- 4.3.6 generate reporting including their investment statements and annual tax certificates; and
- 4.3.7 vote on resolutions and participate in corporate actions.

- 4.4 How to get started with a CTSE Registry Account:
- 4.4.1 Access the portal by following the link set out in 4.5 below and use your Identification Number/Registration Number to complete the registration process. Shareholders who require assistance with this process, can contact CTSE Registry (see below).
- 4.5 After receiving email confirmation of activation, a Shareholder will be able to log into the portal via the following link: <https://ctseregistry.co.za>.
- 4.6 **Contact the CTSE Registry:**
- Contact Number: 011 100 8352
Email: admin@ctseregistry.co.za
Website: <https://ctseregistry.co.za/>

5. HOW TO TRADE BKB SHARES ON CTSE

- 5.1 It is important to note that with effect from the Listing Date, trading in BKB Shares will be available electronically on CTSE through a CTSE- approved Broker.
- 5.2 Dematerialised Shareholders wishing to trade their Shares on Listing Date and thereafter, will be required to open a trading account with a registered CTSE Broker. Shareholders can view a list of registered CTSE Brokers via the following link: <https://ctexchange.co.za/trade>.
- 5.3 For the avoidance of doubt, where a Dematerialised Shareholder does not have a trading account or CSDP account, the Shares held by such Dematerialised Shareholder will be held by CTSE Registry in a nominee account controlled by CTSE Registry, until such time the Dematerialised Shareholder provides CSDP or Broker details. Please note Shareholders who have not Dematerialised their BKB Shares and have not opened trading accounts, will not be permitted to trade on CTSE.

SALIENT DATES AND TIMES APPLICABLE TO THE LISTING

The “*Definitions and Interpretations*” section commencing on page 8 of this Listing Particulars Document apply *mutatis mutandis* to the following salient dates and times applicable to the Listing.

Set out in the table below are the salient dates and times relating to the Listing of BKB:

Action/event	2022
Formal Notice Announced on the CTSE News Service and published on the Company’s Website on Listing Particulars Document Announced on the CTSE website and published on the Company’s Website	Tuesday, 1 March Tuesday, 1 March
Listing of the Ordinary Shares on the securities exchange operated by CTSE expected at the commencement of trade (09:00) and opening of the Register on	Thursday, 10 March
Dealing in the Ordinary Shares of BKB commences on CTSE on	Thursday, 10 March

Notes:

1. *Shareholders should note that the above salient dates and times are subject to change. Any changes to the above salient dates and times will be communicated to Shareholders on CTSE News Service.*
2. *All dates and times quoted in the Listing Particulars Document are local dates and times in South Africa, on a 24 hour basis, unless specified otherwise.*

DEFINITIONS AND INTERPRETATIONS

In this Listing Particulars Document and annexures hereto, unless the context indicates otherwise, the words and expressions in the first column shall have the meanings stated opposite them in the second column and words and expressions in the singular shall include the plural and *vice versa*. Words importing natural persons shall include corporations and associations of persons and *vice versa* and any reference to one gender shall include the other gender:

“A2X”	means A2X Markets, being a company incorporated in accordance with the laws of South Africa (Registration number: 2014/147138/07) and licensed as an exchange under the Financial Markets Act;
“AlphaAlfa”	means AlphaAlfa Proprietary Limited (Registration number: 1974/003015/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South Africa and a wholly-owned Subsidiary of BKB;
“Announce”	<p>(a) shall include:</p> <ul style="list-style-type: none"> i. posting (in English) on the CTSE News Service; ii. posting (in English and any other official language that the Company may elect) on its Website, but not before posting on the CTSE News Service; iii. dissemination (in English and any other official language that the Company may elect) by the CTSE Registry to holders of Securities, by electronic or other means, but not before posting on the CTSE News Service; provided that dissemination may include referencing to a section of the Company’s Website; and iv. the name and contact details of the Issuer Agent; <p>(b) may include, but not before posting on the CTSE News Service:</p> <ul style="list-style-type: none"> i. presenting at a meeting, forum or public event; ii. publication in or by any other media; iii. making available at the Company’s and/or Issuer Agent’s offices; iv. broadcasting on radio, television or the internet; and/or v. any other means as directed or authorised by CTSE; <p>and the terms “Announced” or “Announcement” shall be construed accordingly; and provided where an Announcement is in a language other than English and there is an inconsistency, the English version shall prevail;</p>
“Associate”	means an “ <i>associate</i> ” as contemplated in terms of section 67 of the Financial Markets Act;
“Atlanta Sugar”	means Atlanta Sugar Proprietary Limited (Registration number: 1995/005769/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South Africa and a wholly-owned Subsidiary of BKB;
“Audit Committee”	means the BKB Group Audit Committee, duly constituted and appointed in accordance with section 94 of the Companies Act, further detail of which appear in Annexure 4 to this Listing Particulars Document;
“Authorised Share Capital”	means the authorised Share capital of the Company as at the Listing Date, being 200 000 000 (two hundred million) Ordinary Shares of no par value;
“B-BBEE”	means broad-based black economic empowerment, as defined in terms of the B-BBEE Act;
“B-BBEE Act”	means the Broad-based Black Economic Empowerment Act, No 53 of 2003, as amended from time to time;
“Beneficial Interest”	<p>means in relation to:</p> <ul style="list-style-type: none"> (a) any interest in a Security, means the <i>de facto</i> right or entitlement to directly receive the income payable in respect of that security and/or exercise or cause to be exercised, in the ordinary course of events, any or all of the voting, conversion, redemption, or other rights attaching to that Security; (b) any other interest, means the obtaining of any benefit or advantage, whether in money, in kind, or otherwise, as a result of the holding of that interest; and/or (c) in respect of the interests described in (a) and (b) above, means the <i>de facto</i> right or entitlement to dispose or cause the disposal of the Company’s Securities, or any part of a Distribution in respect of Securities, <p>and the term “Beneficially Interested” shall be construed accordingly;</p>
“BKBLouwid”	means BKBLouwid Proprietary Limited (Registration number: 2005/026173/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South African and a wholly-owned Subsidiary of BKB;

“BKB Empowerment Trust (Ciskei)”	means the BKB Empowerment Trust (Ciskei) (Master’s reference number IT 783/2005), a trust duly registered by the Master of the High Court in South Africa, which currently holds a Beneficial Interest of 5,22% of BKB’s Issued Share Capital;
“BKB Empowerment Trust (Transkei)”	means the BKB Empowerment Trust (Transkei) (Master’s reference number IT 782/2005), a trust duly registered by the Master of the High Court in South Africa, which currently holds a Beneficial Interest of 5,22% of BKB’s Issued Share Capital;
“BKB GrainCo”	means BKB Grainco Group Holdings Proprietary Limited (Registration number 2006/014588/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South Africa and a wholly-owned Subsidiary of BKB (in the process of being de-registered);
“BKB Personnel Share Trust”	means the BKB Limited Personnel Share Trust (Master’s reference number IT 916/99/2) established on 24 February 1999 by BKB with the purpose of incentivising employees and constituted in terms of the BKB Limited Personnel Share Trust deed;
“BKB Share Trading Mechanism”	means the share trading mechanism administered by BKB, in terms of which the trading of BKB Shares between willing sellers and willing buyers was facilitated;
“BKB Van Wyk”	means BKB Van Wyk Proprietary Limited (Registration number: 1960/000547/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South African and a wholly-owned Subsidiary of BKB;
“Board” or “Board of Directors” or “BKB Board”	means the board of directors of BKB, as constituted from time to time;
“Broker”	means any person registered as a broking member in equities in terms of the rules of the CTSE in accordance with the provisions of the Financial Markets Act;
“Business Day”	means any day other than a Saturday, Sunday or official public holiday in South Africa and on which day CTSE is open for trading;
“Cent”	means South African cent;
“Certificated Shareholders”	means Shareholders who hold Certificated Shares;
“Certificated Shares”	means Shares that have not been Dematerialised, title to which is evidenced by a Share certificate or other Document of Title;
“Common Monetary Area” or “CMA”	means the geographic region comprising South Africa, the Republic of Namibia and the Kingdoms of Lesotho and eSwatini;
“Companies Act”	means the Companies Act, No 71 of 2008, as amended from time to time;
“Companies Regulations”	means the Companies Regulations 2011, promulgated pursuant to the Companies Act;
“Company Secretary”	means Mrs J Oosthuizen, being the Company Secretary of the Company and the BKB Group, duly appointed in accordance with section 89 of the Companies Act;
“Constitution” or “Memorandum of Incorporation” or “MOI”	means the memorandum of incorporation of the Company, as amended from time to time;
“Contracts of Significance”	means a contract involving cash flows in amount or value equal to 10% (ten percent) or more of the aggregate of the Group’s share capital and reserves;
“CSDP”	means a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act, with whom a Shareholder holds a Dematerialised Share account;
“CTSE” or “Cape Town Stock Exchange”	means the Cape Town Stock Exchange Proprietary Limited (<i>formerly 4 Africa Exchange Proprietary Limited</i>) (Registration number: 2013/031754/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South Africa and licensed as an exchange in terms of the Financial Markets Act;
“CTSE Debt Listing Requirements”	means the debt listing requirements of CTSE, including the appendices thereto, as amended from time to time;
“CTSE Listing Requirements”	means the listing requirements of CTSE, including the appendices thereto, as amended from time to time;
“CTSE News Service”	means the news service operated by CTSE for the purpose of disseminating information in relation to CTSE and issuers with a Listing on CTSE;
“CTSE Registry” or “Transfer Secretary”	means CTSE Registry Services Proprietary Limited (<i>formerly 4AX Registry Proprietary Limited</i>) (Registration number: 2016/396777/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South Africa and a wholly-owned Subsidiary of CTSE;

“CTSE Registry Portal”	means the online portal provided by CTSE Registry on the CTSE website, for a Shareholder to register, open an account with CTSE Registry, vote and/or elect electronically;
“CTSE Registry Services Agreement”	means the CTSE Registry Services Agreement entered into by and between BKB and CTSE Registry on or about 10 February 2022, it being recorded that the conclusion of the CTSE Registry Services Agreement is a pre-requisite for every Listing on CTSE;
“Day”	means a calendar day (i.e. any day of the week);
“Dealing”	means any sale or purchase of, or agreement to sell or purchase, any Securities and the grant, acceptance, acquisition, disposal, exercise or discharge of any option or other right or obligation, present or future, conditional or unconditional, to acquire or dispose of Securities, or any interest in Securities, and “deal” shall be construed accordingly;
“Dematerialise” or “Dematerialisation”	means the process by which Certificated Shares are converted into an electronic format as Dematerialised Shares and recorded in the Company’s uncertificated Share Register administered by a CSDP;
“Dematerialised Shareholders”	means Ordinary Shareholders who hold Dematerialised Shares;
“Dematerialised Shares”	means BKB Shares which have been dematerialised and ownership of which is recorded electronically in a share register of BKB Shareholders administered by a CSDP, which share-register includes Shares held in own name or nominee account. For the avoidance of doubt, the BKB Shares would no longer be evidenced by Share certificates or other physical Documents of Title;
“Desert Raisins”	means Desert Raisins Proprietary Limited (Registration number: 2002/001634/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South Africa and a Subsidiary of BKB;
“Directors”	means a member of the Board of the Company, as contemplated in terms of section 66 of the Companies Act, or an alternate Director of the Company and includes any person occupying the position of a Director or an alternate Director, by whatever name designated;
“Distribution”	means a “distribution” as contemplated in terms of the Companies Act;
“Documents of Title”	means Share certificates, certified transfer deeds, balance receipts or any other physical documents of title pertaining to in each case in a form acceptable to the Board;
“EPS”	means earnings per Share;
“Exchange Control Regulations”	means the Exchange Control Regulations, 1961, as amended from time to time, issued in terms of section 9 of the Currency and Exchanges Act, No 9 of 1933, as amended;
“Expert”	means an engineer, valuator, accountant and any other person whose profession gives authority to a statement made by that Person;
“Financial Sector Conduct Authority” or “FSCA”	the Financial Sector Conduct Authority, a juristic person as established under section 56 of the FSR Act;
“Financial Markets Act” of “FMA”	means the Financial Markets Act, No 19 of 2012, including its regulations, as amended from time to time;
“Formal Notice”	means BKB’ formal notice required to be published under requirement 10.4 of the CTSE Listing Requirements, which formal notice was Announced on the CTSE News Service on Tuesday, 1 March 2022 ;
“GrainCo”	means GrainCo Proprietary Limited (Registration number: 1948/027964/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South Africa and a wholly-owned Subsidiary of BKB;
“Grainco Group”	means Grainco Group Holdings Proprietary Limited (Registration number: 2004/013811/07), a limited-liability private company duly registered and incorporated with the company laws of South Africa and a wholly-owned Subsidiary of BKB;
“the Group” or “the BKB Group”	collectively, BKB and its Subsidiaries and joint arrangements;
“Group of Companies”	means a “group of companies” as contemplated in terms of the Companies Act;
“HEPS”	means headline earnings per Share;
“Holding Company”	means a “holding company” as contemplated in terms of the Companies Act;
“Home & Hectare”	means Home and Hectare Proprietary Limited (Registration number: 1967/004920/07), a limited-liability private company duly registered and incorporated with the company laws of South Africa and a wholly-owned Subsidiary of BKB;

“IFRS”	means the International Financial Reporting Standards as formulated by the International Accounting Standards Board;
“Income Tax Act”	means the Income Tax Act, No 58 of 1962, as amended from time to time;
“Independent”	means in respect of an individual, a Person who satisfies the requirements for independence set out in the King Report;
“International Standards on Auditing” or “ISA”	means the International Standards on Auditing as issued by the International Federation of Accountants through the International Auditing and Assurance Standards Board;
“IRBA”	means the Independent Regulatory Board for Auditors;
“Issued Share Capital”	means the issued Share capital of the Company as at the Listing Date, being 88 407 075 (eighty eight million four hundred and seven thousand and seventy five) Ordinary Shares of no par value;
“Issuer Agent”	means an authorised representative by the Company or an approved external issuer agent in accordance with chapter 4 of the CTSE Listing Requirements, performing the functions of an Issuer Agent and suitably qualified with the relevant expertise and experience;
“Issuer Regulation Committee”	means the Issuer Regulation Committee responsible for listing matters established by the CTSE Board which has the responsibility of ensuring compliance with the CTSE Listing Requirements and taking the appropriate actions as may be necessary to manage non-compliance with the CTSE Listing Requirements by listed companies and any risks arising as a result of non-compliance;
“King Report”	means the King Report on Corporate Governance for South Africa, as amended from time to time;
“Last Practicable Date”	means the last practicable date prior to the finalisation of this Listing Particulars Document, being Friday, 25 February 2022 ;
“Legal Advisor”	means Cliffe Dekker Hofmeyr Incorporated (Registration number: 2008/018923/21), being the Legal Advisor to the Company and the Group;
“Listing”	means the proposed listing of the Ordinary Shares of BKB on the securities exchange operated by CTSE, as a primary listing, on the Listing Date;
“Listing Date”	means the expected date on which the Listing will become effective, being at the commencement of trade on Thursday, 10 March 2022 ;
“Listing Particulars” or “Listing Particulars Document” or “this Document”	means this bound document, including all annexures thereto, relating to the Company and the BKB Group, dated 1 March 2022 , which has been prepared and issued in accordance with the CTSE Listing Requirements for purposes of the Listing;
“Listing Undertaking”	means the undertaking provided by the Company to CTSE in anticipation of the Listing, which undertaking is in the form set out in Appendix 4 to the CTSE Listing Requirements;
“Major Subsidiary”	means a Subsidiary representing 25% (twenty five percent) or more of either the consolidated net assets or pre-tax trading profits of the Group;
“Material”	means (a) in the context of information, information that, if omitted or misstated, could influence the economic decisions of investors. Without limiting the foregoing, a change of 10% (ten percent) or more of either gross revenue, operating expenses, net assets or market capitalisation of the Company or Group shall be deemed to influence the decisions of investors; (b) in any other context, 10% (ten percent) or more of either gross revenue, operating expenses, net assets or market capitalisation of the Company or Group, and the term “ Materially ” shall be construed accordingly;
“NAV”	means net asset value;
“NAVPS”	means net asset value per Share;
“NTAVPS”	means net tangible asset value per Share;
“Official List”	means the List of all Securities admitted for quotation on the main market or official market of CTSE;
“Ordinary Resolution”	means an ordinary resolution as contemplated in terms of section 65(7) the Companies Act, which in terms of the MOI of the Company must be approved by more than 50% (fifty percent) (i.e. a simple majority) of the voting rights of Shareholders on the resolution;
“Ordinary Shareholder” or “Shareholders”	means a registered beneficial holder of Ordinary Shares recorded as such in the Share Register;

“Ordinary Shares” or “Shares” or “BKB Shares”	means ordinary shares in the Authorised Share Capital of the Company, each with no par value;
“PakHouse Brands”	means PakHouse Brands Proprietary Limited (Registration number: 1994/005076/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South Africa, being a Subsidiary of BKB;
“PakHouse Fruits”	means PakHouse Fruits Holdings Proprietary Limited (Registration number: 1925/002758/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South Africa, being a Subsidiary of PakHouse Brands;
“Pallidus Capital”	means Pallidus Capital Proprietary Limited (Registration number: 2015/030782/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South Africa, being the corporate advisor and Issuer Agent to BKB;
“Pari Passu”	means in relation to the rights attaching to the Securities of a company, that such rights are identical and rank equal in each and every respect;
“Person”	means a “ <i>Person</i> ” as contemplated in terms of the Companies Act;
“Rand” or “R”	means South African Rand, being the lawful currency of South Africa;
“Register”	means the register of Shareholders of BKB maintained by the relevant CSDPs in terms of the Financial Markets Act;
“Related”	when used in respect of two Persons, means Persons who are connected to one another in the manner contemplated in section 2(1)(a) to (c) of the Companies Act, subject to section 75(1)(b) of the Companies Act;
“Reporting Accountant” or “PwC”	means PricewaterhouseCoopers Incorporated (Registration number 1998/012055/21), being the Reporting Accountant of the Company and an audit firm acceptable to CTSE and registered with IRBA;
“Reporting Accountant’s Report”	means the reports issued by the Reporting Accountant in respect of the historical audited annual financial statements of BKB for the financial years ended 30 June 2021, 30 June 2020 and 30 June 2019, which reports are available for inspection in terms of section 7.3 of this Listing Particulars Document;
“RFID Experts”	means RFID Experts Africa Proprietary Limited (Registration number: 2014/006340/07), a limited-liability company duly registered and incorporated in accordance with the company laws of South Africa with interests in the South African agricultural sector;
“Securities”	means “ <i>securities</i> ” as contemplated in terms of the Financial Markets Act;
“Share Register”	means the Ordinary Share register of the Company which is required to be established by a profit company in terms of section 50(1) of the Companies Act;
“Shearwater Logistics”	means Shearwater Logistics Proprietary Limited (Registration number: 2021/432584/07), a limited-liability private company duly registered and incorporated in accordance with the company laws of South Africa;
“Special Resolution”	means a special resolution as contemplated in terms of section 65(9) of the Companies Act, which in terms of the MOI of the Company must be approved by at least 75% (seventy five percent) of the voting rights exercised on the resolution;
“South Africa”	means the Republic of South Africa;
“Strate”	means Strate Proprietary Limited (Registration number: 1998/022242/07), a private company duly registered and incorporated in accordance with the company laws of South Africa, a central securities depository licensed in terms of the Financial Markets Act and responsible for the electronic clearing and settlement system provided to CTSE;
“Subsidiary”	means a “ <i>subsidiary</i> ” as contemplated in terms of the Companies Act;
“VAT”	means value-added tax; and
“Website”	means the Company’s website, being www.bkb.co.za .



BKB LIMITED

(Incorporated in the Republic of South Africa)

(Registration Number: 1998/012435/06)

CTSE Share Code: 4ABKB

ISIN: ZAE40000069

("BKB" or "the Company")

LISTING PARTICULARS

A. INTRODUCTION

- i. Shareholders are referred to the Formal Notice Announced by the Company on the CTSE News Service dated, **1 March 2022**, in terms of which the Company advised of its intention to list on the securities exchange operated by CTSE.

B. GENERAL OVERVIEW OF BKB

- i. BKB was established in 1998 as the ultimate holding Company of the BKB Group of Companies, which is a leading player in the South African agricultural industry. The BKB Group operates directly in multiple agricultural sectors across all 9 (nine) provinces in South Africa as well as in eSwatini and the Kingdom of Lesotho.
- ii. Recognised as the trusted home of agriculture, the Group prides itself in having secured a wide and deeply rooted footprint across the South African agricultural landscape with particular focus on:
 - Natural Fibre (Wool and Mohair) Brokerage, Services and Trading;
 - Trade and Fuel;
 - Livestock and Properties;
 - Primary producer value chain financing;
 - PakHouse Brands – Fruit;
 - PakHouse Brands – Grain and Feed; and
 - Pakhouse Brands – Consumer Goods.
- iii. Over the years BKB has earned a reputation of trust and ensures peace of mind to all BKB's natural fibre (wool and mohair) producer clients and customers through comprehensive services including brokerage, shearing, technical field services, fibre trading and financing services. BKB aims to maximise sustainable returns for producers by ensuring an efficient and transparent marketplace, providing an efficient logistical service and advising producers on production efficiency with a primary focus on genetic improvement and sustainable farming methods.
- iv. BKB's national retail footprint was specifically created to support wool and mohair farmers. Over time, services expanded to provide a complete range of production inputs, production financing and other retail products to a broad spectrum of agricultural producers and the general public. Products include fuel, fertiliser, seed, veterinary products, animal feed, shearing equipment, irrigation, wool bags, steel, fencing, building material, hardware and groceries. Trade and Fuel operates through 51 (fifty one) retail stores, 4 (four) commercial service stations, 2 (two) convenience stores, 3 (three) fuel depots, a distribution centre and an online store.
- v. BKB facilitates access to high quality auctioneering services through its Livestock and Properties division with an offering that includes specialised auctions, digital and simulcast auctions, "liaison services" transactions and financing services. BKB utilizes its extended national footprint and auction infrastructure to facilitate market access for buyers and sellers of livestock, agricultural equipment and properties. Property (farms, residential and commercial) sales and rentals are marketed through 4 (four) real estate agent branches. BKB's highly qualified real estate agents understand the demands associated with the purchasing and marketing of agricultural land in Southern Africa.
- vi. Desert Raisins forms part of **PakHouse Brands – Fruit** which focusses on the processing, packaging and exporting of high-quality raisin products through its processing plant in the Northern Cape. Improvements in infrastructure and processing capacity have contributed to volume growth since 2016, when BKB acquired the majority shareholding.
- vii. **PakHouse Brands – Grain and Feed** specialises in the storage and collateral management of grains through strategically located depots, of which 11 (eleven) are SAFEX accredited. With quality infrastructure and systems, grain is stored in silo bags and bunkers for up to 18 months. Every site is carefully chosen with the emphasis on maximising the competitive advantage of our producer clients while at the same time limiting the impact on the environment. The division also owns world-class processing facilities, supplying intermediate manufactured grain products and lucerne bales to local and international buyers.
- viii. Atlanta Sugar (part of **Pakhouse Brands – Consumer Goods**), an integral part of the Group, is one of the largest sugar pre-packing and production facilities in eSwatini. While Atlanta Sugar has been geared to develop and service all aspects of the sugar business, its product basket has been expanded to include grain products, sunflower oil, white maize flour and other retail products under the strong and thriving Atlanta brand.

- ix. At the heart of the Group's strategy is a strong focus on further strengthening of the core businesses and securing their sustainability thus ensuring enhanced shareholder returns. All of the Group's operations are thoroughly assessed to ensure continuous improvement and that they generate positive, sustainable returns. The BKB' Group's close connection with its customers and clients, and other stakeholders, is critical to its success. Each division strives continuously to provide relevant, innovative and value-adding services and products.
- x. A schematic diagram depicting the BKB Group structure as at the Listing Date appears in **Annexure 1** to this Listing Particulars Document.

C. PURPOSE OF THIS DOCUMENT

- i. The purpose of this Listing Particulars Document, prepared in accordance with the CTSE Listings Requirements, is to:
 - a. furnish relevant information to Shareholders, the Public and potential investors with regards to BKB and its Listing;
 - b. furnish information to Shareholders and prospective investors with regards to the BKB Group and its operations; and
 - c. communicate the salient details relating to the Listing of BKB on CTSE.

D. RATIONALE FOR THE LISTING

The rationale for the Listing is primarily the following:

- i. Since the conversion of BKB into a public company during 1998, BKB facilitated the BKB Share Trading Mechanism as the trading platform for its Securities. The introduction of the Financial Markets Act caused the Financial Sector Conduct Authority to take the view that share trading mechanisms such as the BKB Share Trading Mechanism, fell within the definition of an exchange and as such had to be licensed as an exchange pursuant to the Financial Markets Act.
- ii. The BKB Board considered the requirements for the licensing of the BKB Share Trading Mechanism and decided not to apply for an exchange license due to the costs involved and the onerous administrative burden that would be placed on BKB. The BKB Share Trading Mechanism was discontinued on 30 June 2014.
- iii. Since the discontinuation of the BKB Share Trading Mechanism, Shareholders have been able to trade their Shares on a bilateral trading system facilitated by BKB. This trading system allowed BKB to introduce, subject to the Shareholders providing their consent, buyers and sellers of BKB Shares to each other in order for BKB to implement the trade.
- iv. To ensure that BKB continues to provide a trading platform to its Shareholders, the Board took the decision to list on the CTSE. The Listing on CTSE will enhance the ability of existing and prospective shareholders to buy and sell BKB Shares in a cost-effective manner and will also simplify the current administration process for trading in BKB Shares.
- v. The Listing on the CTSE provides the following additional advantages for the BKB Group:
 - o contributing to and enhancing the BKB Group's public profile;
 - o enhancing the BKB Group's relations with shareholders, service providers, financiers and other stakeholders; and
 - o increasing liquidity for Shareholders through a publicly-traded exchange and/or enabling Shareholders to realise the value of their investments in BKB.

E. PROSPECTS OF THE BKB GROUP

The BKB Group is diversified across several agricultural sectors and related products. This diversification and spread of services and products enables the BKB Group to better withstand the cyclical fluctuations which are inherent in the agricultural sector.

In addition to driving existing assets, the Group has identified specific growth areas. Some of these build on existing expertise and some involve new synergistic and value-adding areas. The Group continues to assess all current operations to ensure strategic fit as well as positive and sustainable returns. The connection with customers and clients remains critical to the success of BKB, while the Group strives to provide relevant, innovative and value-adding services and products.

Livestock prices should remain strong in the short term while herds are being rebuilt after the prolonged drought. Fibre pricing has also recovered well following the initial impact of the pandemic. It is expected to remain at these levels for the foreseeable future.

BKB enjoys a high market share in its traditional businesses, making further growth more challenging. Trading (Retail) has become a star performer and the focus will be to further enhance efficiencies and carefully consider further growth opportunities. While it might be challenging to replicate the recent excellent performances of the sugar and grain storage businesses within PakHouse Brands, they are still expected to perform well in FY2022. The focus on the remaining PakHouse Brands businesses is to improve their performance while also considering their strategic fit.

SIGNED AT GQEBERHA FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF BKB ON 1 MARCH 2022

By order of the BKB Board of Directors



MR GEOFF KINGWILL
Non-executive Chairperson
BKB LIMITED

SECTION 1: LISTING OF SECURITIES AND THE TERMS THEREOF

1.1 Summary of the salient MOI provisions in respect of preferences, rights and limitations attaching to the Ordinary Shares

1.1.1 In accordance with Schedule 1 to the MOI of BKB, only 1 (one) class of Ordinary Shares is in issue, being the Securities which are the subject of the Listing. All Shares in issue shall rank *Pari Passu* with each other in all respects and entitles the holder to:

1.1.1.1 vote on any matter to be decided by the Shareholders and to 1 (one) vote per ordinary Share held in the case of a vote by means of a poll;

1.1.1.2 participate proportionally in any distribution made by the Company; and

1.1.1.3 receive proportionally the net assets of the Company upon its liquidation.

1.1.2 A summary of the relevant provisions of the MOI of the Company in relation to, *inter alia*, Directors power and authority, changes to the Authorised and Issued Share Capital and Distributions has been included in **Annexure 3** to this Listing Particulars Document.

1.2 Restrictions on Transferability of BKB Securities

The transferability of Ordinary Shares of BKB is not subject to any restrictions as contemplated in terms of requirement 6.23 of the CTSE Listing Requirements and accordingly, the Ordinary Shares are freely transferable.

1.3 Terms and conditions of the issue of the Securities

1.3.1 In terms of the Listing, the Ordinary Shares forming part of the Issued Share Capital of the Company will be Listed on the securities exchange operated by CTSE with a listing price of R10.00 (ten Rand) per Share, and will be brought to Listing by means of an Introduction. No additional Securities will be created and/or issued in conjunction with the Listing.

1.3.2 No additional Securities will be created and/or issued in conjunction with the Listing.

1.4 CTSE Listing application any other recognised securities exchanges

As at the date of this Listing Particulars Document, the Company's Shares are not listed on an exchange service.

1.5 Securities to be allotted by way of capitalisation of reserves or profits or by way of a bonus to the holders of existing Securities

No Ordinary Shares are to be allotted by way of capitalisation of reserves or profits, or by way of a bonus to the holders of an existing Security.

1.6 Securities offered by way of a rights offer

No Ordinary Shares are to be offered by way of a rights offer as part of the Listing of the Company.

1.7 Statement of the net tangible asset backing for each class of security

The consolidated NTA VPS at 30 June 2021 was R13.27.

1.8 Anticipated date upon which the Dealing in the Securities to be listed is to commence

The Dealing in Securities are expected to commence on the Listing Date, being **Thursday, 10 March 2022**.

1.9 Distributions and Distribution policy relating to the Securities issued

1.9.1 The BKB Group does not have a formal fixed Distribution policy. However, the Board has for the past number of years maintained a targeted Distribution cover of approximately 3 times earnings.

1.9.2 The Company has consistently paid annual dividends to Shareholders over the past 5 (five) years. In 2020 and 2019 the BKB Group experienced very difficult trading conditions which contributed to lower dividend yields, albeit at consistent pay-out rates. With the improved results in the 2021 financial year, BKB declared and paid a dividend to Shareholders in the gross amount of 40 cents per Share, representing a dividend yield of 4.4%, for a total amount of R35 161 141. The below table highlights the previous 5 (five) years gross dividend payments per BKB Share to Shareholders:

	2021	2020	2019	2018	2017
Dividends (cents)	40	5	10	58	47
Dividend yield at closing price (%)	4,4	0,5	0,6	4,8	4,9

1.9.3 In considering whether or not a Distribution should be declared, such Distribution must be declared in compliance with applicable statutory regulatory requirements, such as, *inter alia*:

1.9.3.1 applying the solvency and liquidity test;

1.9.3.2 the current economic and financial circumstances of the Group at the time;

1.9.3.3 the provisions of the Company's MOI; and

1.9.3.4 any listings requirements of an exchange applicable to the Company, at such point in time.

1.9.4 The Company hereby confirms no arrangements have been entered into by the Company to waive future Distributions.

1.9.5 No restriction is imposed by the Company's MOI affecting Distributions to or from South Africa.

1.10 Estimated expenses in respect of the Listing

The expenses that are expected to be incurred in relation to the Listing are estimated, in aggregate, to amount to R948 000 (excluding VAT). Details are set out below:

Payable in respect of	Payable to	R'000
CTSE documentation fee	CTSE	75
CTSE Listing fee	CTSE	88
CTSE Registry services	CTSE Registry	15
Advisory Fee	Pallidus Capital	740
Ad hoc fees	Various Companies	29
Total		R948

Note:

1. No commissions, discounts, brokerages or other special terms were granted within the 2 (two) years immediately preceding the issue of the Listing Particulars Document in connection with the issue or sale of any capital of any member of the Group.

1.11 Statement as to the intended use of the proceeds of any new Securities issued

The Company has not utilised a promoter for the Listing and no new Ordinary Shares will be issued as part of the Listing. Accordingly, the Company will not receive any proceeds from the listing.

SECTION 2: INCORPORATION AND SHARE CAPITAL

2.1 Authorised and Issued Share Capital of BKB

2.1.1 The Authorised Share Capital of the Company:

As at the Listing Date, the Authorised Share Capital of the Company is as follows:

Authorised share capital	R'
200 000 000 (two hundred million) Ordinary Shares with no par value	–

2.1.2 The Issued Share Capital of the Company:

As at the Listing Date, the Issued Share Capital of the Company is as follows:

Issued share capital	R'
88 407 075 (eighty-eight million four hundred and seven thousand and seventy-five) Ordinary Shares with no par value	4 420 354

Notes:

1. Only the Ordinary Shares forming part of the Issued Share Capital will be listed on CTSE;
2. As no additional Securities will be issued as part of the Listing, the Authorised and Issued Share Capital of the Company will remain unchanged; and
3. As at the Listing Date, 9 801 852 (nine million eight hundred and one thousand eight hundred fifty-two) Ordinary Shares of BKB are held by the BKB Personnel Share Trust. Shareholders should note that the Company only has one class of shares, being ordinary no par value Shares ranking *pari passu* according to the Company's MOI, whereby each registered holder of a BKB Share is entitled to vote on any matter to be decided upon at a general meeting of the Company, including an annual general meeting. As such, the trustees for the time being of the BKB Personnel Share Trust will be entitled to vote in respect of the Shares held by them in BKB.

2.2 Details of intended increase in the Company's capital

The Company is not intending to increase its Authorised Share Capital in conjunction with the Listing or in the 12 (twelve) months pursuant to the Listing Date.

2.3 Details of the amount of any outstanding convertible debt Securities

There will be no outstanding convertible debt Securities in issue upon the date of Listing.

2.4 Particulars of alterations in the Authorised and Issued Share Capital of the Company

There have been no alterations in the capital of the Company or a change of at least 10% (ten percent) of the Issued Share Capital of any member of the BKB Group, within the 2 (two) years immediately preceding the issue date of the Listing Particulars Document.

2.5 Particulars of any capital of any member of the Group which is under option, or to be put under option

2.5.1 On 19th July 2021, Pakhouse Brands, Ms. M Shardelow and Ms. J Walsh-Clevery entered into a sale of share agreement ("**Sale Agreement**") whereby Pakhouse Brand acquired 75% of the issued share capital of Shearwater Logistics. The Sale Agreement further includes a reciprocal call and put option arrangement whereby Pakhouse Brands will acquire the remaining 25% in Shearwater Logistics.

2.5.2 The Sale Agreement is not Material to the BKB Group.

SECTION 3: BUSINESS ACTIVITIES OF BKB GROUP

3.1 General objectives and nature of the business of the Group

Over the years, BKB has been a leading player in the South African agricultural sector. A commitment to core values, providing innovative agri-solutions and the needs of particular sectors have allowed the BKB Group to earn its reputation as the trusted home of agriculture.

The BKB Group has eight reportable segments within the Group's strategic business units ("SBU's"), which represent the structure used by the board of directors and executive management to make key strategic and operating decisions and assess performance. Set out below is a general overview of each of the SBU's of BKB, with the revenue and profit/(loss) before tax contribution of each business segment during the financial years ended 30 June 2021, 2020 and 2019:

3.1.1 Brokerage Services (Wool and Mohair):

	2021	2020	2019
	R'000	R'000	R'000
Revenue – Internal	73 979	53 542	–
Revenue – External	1 059 384	775 624	834 714
Profit/(loss) before taxation contribution	70 014	25 243	84 258

The wool and mohair division provides wool and mohair brokering, shearing, warehousing and advisory services to producers in South Africa, Kingdom of Lesotho, Namibia, Australia and the United Kingdom.

Wool prices are on the rise and maintaining this momentum will depend on how well the world copes with the "new normal" forced upon us all by COVID-19. House of Fibre, the division's independent mohair brokerage, has reached the critical mass required to make this business successful. BKB's wool and mohair producers are the biggest group of suppliers in the world of fibres under the Responsible Wool and Mohair Standards (RWS & RMS). Approximately 25% of the total South African wool clip and 65% of the South African mohair clip are certified as RWS and RMS and these percentages continue to grow. The division will continue to engage with its end consumer market through its newly established trading business, Pinnacle Fibres. This business will further unlock value for BKB's producers while developing opportunities to shorten the supply chain between producers and end-consumers or brands.

3.1.2 Trading

	2021	2020	2019
	R'000	R'000	R'000
Revenue – Internal	427	1 698	–
Revenue – External	1 814 305	1 774 762	1 768 177
Profit/(loss) before taxation contribution	35 702	27 785	24 654

BKB Retail and Fuel Division comprises a network of 57 (fifty seven) business units that consist of retail shops, commercial service stations, an online shop and a distribution centre.

Various projects were initiated over the past few years, including the upgrading of several BKB retail shops, product diversification, waste reduction and optimisation of working capital levels. The division increased its fuel offering which led to increased volumes, while new supplier agreements contributed to improved margins. A new distribution centre ("DC") opened in Middelburg (Eastern Cape). This DC will significantly improve the region's supply of consumer goods, as well as the availability of complete product ranges pertinent to the rural and farming community across the area serviced by the DC. The division recently launched the BKB online shop. While the initial goal was to provide an immediate online solution for BKB's traditional customers, the division will continue to improve the platform which now also attracts non-traditional BKB customers.

3.1.3 Livestock and Properties

	2021	2020	2019
	R'000	R'000	R'000
Revenue – Internal	–	–	–
Revenue – External	233 278	176 414	203 911
Profit/(loss) before taxation contribution	42 232	13 884	39 718

The division trades under the brands of BKB, BKBLouwid, BKB Van Wyk, BKB Riverview, BKB Wildlife and Home & Hectare. The division focuses on marketing activities relating to livestock, agricultural equipment and properties (residential, farm and commercial properties) by means of auctions and through liaison transactions.

The division increased its market share over the years and also successfully increased the number of auctions held. Increased profitability resulted from higher demand and prices for good quality animal and meat products, especially for export markets. The number of digital auctions also increased significantly, with the weekly digital Monday store lamb auction making a significant contribution. The Property Division which operates under the Home & Hectare brand experienced favourable trading conditions, especially in the residential market. This is mainly driven by the lower prime lending rate and limited stock of residential properties in the middle to lower market segments.

It is expected that the current favourable trading conditions will continue over the medium term, largely driven by increased demand and shortages, especially with regard to sheep.

The division is excited about the recent acquisition of the Southern Cape and Free State livestock divisions of GWK. The integration into BKB as well as the first auctions held were successful.

3.1.4 Technology

	2021 R'000	2020 R'000	2019 R'000
Revenue – Internal	6 438	1 428	–
Revenue – External	25 877	21 000	16 093
Profit/(loss) before taxation contribution	(9 535)	(10 129)	(2 273)

Shift DX has a supplier agreement with an international digital auctioneering business. Shift DX was established in 2019 and had its first commercial transaction in February 2020. The foot-and-mouth disease outbreak in the wool and livestock industries and the COVID-19 pandemic positively affected the adoption of Shift DX's services. The sudden lockdown and restrictions on public gatherings put a strong focus on the need for digital auction solutions.

3.1.5 Leasing of properties

	2021 R'000	2020 R'000	2019 R'000
Revenue – Internal	39 143	37 463	35 699
Revenue – External	4 045	4 767	4 903
Profit/(loss) before taxation contribution	27 822	24 209	26 286

The BKB property portfolio comprises of shops and facilities in South Africa. The properties include warehouses and office space which are mainly for BKB's own use. Surplus space is leased out to third parties.

3.1.6 Fruit

	2021 R'000	2020 R'000	2019 R'000
Revenue – Internal	–	–	–
Revenue – External	347 573	358 039	408 481
Profit/(loss) before taxation contribution	(11 604)	(56 847)	(7 908)

The dried fruits division comprises the processing, distribution and marketing of raisins and other dried fruit, predominantly in foreign markets.

In 2017, BKB acquired a majority shareholding (subsequently bought 100% of the shares in 2020) in Desert Raisins (previously Fruits du Sud) and has since made significant improvements to the company's infrastructure and processing capacity. Desert Raisins has, unfortunately, reported disappointing financial results as a result of a combination of factors, including poor management, product quality and flooding during harvesting in the raisin production area which negatively affected product availability. The division was brought under new management in the FY2021 and BKB is looking forward to better performance which is already evident in the areas of stock management, product quality and the establishment of new markets.

3.1.7 Grain

	2021 R'000	2020 R'000	2019 R'000
Revenue – Internal	53 688	75 394	72 301
Revenue – External	1 249 464	995 033	804 088
Profit/(loss) before taxation contribution	838	1 017	11 967

BKB's grain division trades under the brands of GrainCo, BKB GrainCo, Gritco and AlphaAlfa. These brands cover a broad spectrum of activities within the food processing chain across South Africa such as:

- Collateral management and storage of agricultural products;
- Procurement and marketing of grain, hay and other soft commodities; and
- The milling, processing and packaging of agricultural products.

The grain storage business operates on a national basis through strategically located depots and offices. Increased storage capacity and improved efficiencies assisted in handling record volumes in FY2021 and this trend seems to continue into FY2022.

The grain division further supplies intermediate manufactured grain products to blue chip local buyers through its two processing plants in the Free State. High commodity prices and lower consumer demand had a negative effect on grit sales in FY2021. The division is looking at innovative ways to utilize excess capacity.

The lucerne business significantly increased its operating profit through operational improvements at its Kimberley press which resulted in a 30% increase in the production of double-pressed bales for export markets in FY2021.

3.1.8 Sugar

	2021	2020	2019
	R'000	R'000	R'000
Revenue – Internal	726 311	772 044	575 129
Revenue – External	805 614	882 556	725 578
Profit/(loss) before taxation contribution	55 810	40 927	20 160

Atlanta Sugar operates a sugar pre-packing and production facility in eSwatini with sales and marketing throughout Southern Africa.

Atlanta Sugar reported excellent growth over the last two years. The business capitalised on the increase of “home” consumption due to lockdown regulations. This, together with increased demand due to difficulties with import logistics from Brazil and India, further strengthened sales. The effective implementation of sugar import duties by the South African authorities also gave the local sugar industry much needed stability. The division continues to increase its customer base and product offering and it is expected that it will continue to perform well, albeit from a very high base.

3.2 Group's assets situated outside South Africa

The Group's assets are predominantly situated in South Africa. Assets with a value of less than 0,1% of BKB's assets are situated in eSwatini.

3.3 If the Company is a member of a Group, a brief description of the Group covering the Company's position within the Group

BKB is the main operating company within the Group. Its activities entail the handling and marketing of agricultural products, the provision of farming requisites, retail activities, financing and other related services. The Company also provides the Group with IT, human resource and treasury services support. Furthermore, BKB provides alternative products and services through a number of its Subsidiaries within the agricultural business segments discussed in section 3.1 above.

3.4 Particulars of any trademarks, patents or other intellectual or industrial property rights which are Material in relation to the Group's business

The BKB Group has one of the most recognised trademarks in South Africa's agricultural environment. There are also brands vested in Subsidiaries that are Material to the business, for example Desert Raisins and Atlanta Products, in-house BKB brands and BKB Pinnacle Fibres. The BKB Group does not have any patents or other intellectual property rights which are Material in relation to the Group's business.

3.5 Policy of the Group on the research and development of new products and processes

The research and development of new products and processes are not significant to the Group's business.

3.6 Particulars of any interruptions in the business of the Group which may have had a significant effect on the financial position of the Group

The BKB Group did not experience any interruptions in the business of the Group which may have had a significant effect on the financial position of BKB Group in the last 12 (twelve) months.

3.7 Employment details of the Group

The total number of people employed by the BKB Group as at 30 June 2021 was 3 441 permanent, seasonal and learner employees. Of these employees, 25.5% were women, 48 were employees with disabilities and 141 were accredited learnership initiatives.

3.8 Particulars of the most significant investments of the Group

Save for the investments held in the Subsidiaries of BKB as detailed in section 3.1 above, the BKB Group has not made or planned any new Material investments, including the establishment of a new plant, factories and research and development.

3.9 Capital held or intended to be held by the Company

The details of the entities which are controlled by the Group, either directly or indirectly through subsidiaries are disclosed in **Annexure 5** of this Listing Particulars Document.

3.10 Particulars of the size, location and tenure of the Group's principal establishments

As at the Last Practicable Date, the BKB head office in Gqeberha is the only principal establishment (an establishment which accounts for more than 10% (ten percent) of the net turnover or production) within the Group. The details of the principle establishment are as follows:

Property	Location	Size	Tenure
BKB Head Office	61 Grahamstown Road, North End Gqeberha, 6001	77 442 m ²	100%

3.11 No change statement in the nature of the business is in contemplation

No change in the nature of the business is being contemplated. BKB envisages that its main business will continue to be that of an operating company within the South African agricultural sector as detailed in section 3.3 above.

SECTION 4: THE FINANCIAL POSITION OF THE GROUP AND ITS PROSPECTS

4.1 Historical financial information and Reporting Accountant's Report

- 4.1.1 The historical financial statements of the BKB Group for the preceding 3 (three) financial years (being for the financial years ended 30 June 2021, 30 June 2020 and 30 June 2019) have been audited by PricewaterhouseCoopers, being the Reporting Accountants of BKB.
- 4.1.2 The Reporting Accountant issued unqualified audit reports in respect of each of the aforementioned financial years, stating that the financial statements comply with IFRS and the Companies Act.
- 4.1.3 The aforementioned Reporting Accountant's Reports together with the full audited annual financial statements are available on the BKB website at www.bkb.co.za, and have also been made available for inspection as detailed in section 7.3.
- 4.1.4 Abridged historical financial information has been extracted from the audited financial statements for the financial years ended 30 June 2021, 30 June 2020 and 30 June 2019 and is included in **Annexure 2** to this Listing Particulars Document.

4.2 Consolidated basis statements

- 4.2.1 The Group has zero issued and outstanding debt Securities.
- 4.2.2 The table below incorporates a summary of the total amounts of all other Material borrowings or indebtedness in the nature of borrowings of the BKB Group. For additional information in respect of the Material borrowings and indebtedness, Shareholders are referred to note 19 of the financial statements for the period ended 30 June 2021.

Borrower	Lender	Facility Type	Detail	Outstanding Balance R'000
BKB Limited	ABSA	Revolving credit facility	Revolving credit facility	R454 756
AlphaAlfa	ABSA	Commodity Finance	Commodity finance of lucerne stock and raw material	R60 045
BKB Limited	FNB	Term loan	repayable in monthly instalments of R1 472 846	R86 955

- 4.2.3 As at the Last Practicable Date, the BKB Group holds no Material mortgages and charges other than the mortgages and charges as reported in its latest audited financial results.
- 4.2.4 Details of the contingent liabilities and guarantees for the Group have been detailed in notes 39 and 40 of the latest audited financial results for the period ended 30 June 2021.

4.3 Statements on the trend of the Group's business and as to the financial and trading position of the Group

A statement to the financial and trading prospects of the BKB Group for the current financial year, including any Material trade factors are disclosed in section "E – Prospects of the BKB Group" as detailed on page 14 of the Listing Particulars.

4.4 Statement by Expert's and profit forecast

The Listing Particulars Document does not include:

- a statement made by an Expert, save for the Reporting Accountant's opinion as detailed in section 4.1.2 above; and
- a profit forecast signed off by the Reporting Accountant.

4.5 Working capital statement

The Board believes that the working capital available to the Group is sufficient for the Group's present requirements, that is, for at least the next 12 (twelve) months from the date of issue of the Listing Particulars Document.

4.6 Material adverse change in the financial or trading position of the Group

No Material adverse changes have occurred in the financial or trading position of the Group since the publication of the 30 June 2021 financial year end results.

4.7 **Litigation statement**

As at the Last Practicable Date, the Group was not involved in any current, pending or threatened legal or arbitration proceedings which may have or have had in the recent past (covering at least the previous 12 (twelve) months) a Material effect on the Group's financial position.

4.8 **Details at a Company and on a consolidated level for EPS, fully diluted EPS, Distributions per Security, NAV per Security, fully diluted NAV per Security**

	2021	2020	2019 Restated
Basic and fully diluted earnings per Security			
– Basic (cents)	133,3	19,4	28,7
– Diluted (cents)	133,3	19,4	28,7
Distributions per Security			
– Consolidated (cents)	40,0	5,0	10,0
Net asset value and fully diluted net asset value per Security			
– Net asset value (cents)	1 456	1 329	1 340
– fully diluted net asset value (cents)	1 451	1 329	1 340

SECTION 6: INFORMATION ABOUT THE COMPANY'S BOARD OF DIRECTORS

6.1 **Director details (including details of any proposed Director)**

Set out below are the full names, age, nationality, business address, designation, qualification, and the position the Director holds on any of the Board committees of each of the Directors of the Company as well as a summary of Industry Experience as at the Last Practicable Date:

Geoffrey Eric John Kingwill (60)

Nationality:	South African
Business address:	BKB Building 61, Grahamstown Road, North End, Gqeberha, 6001
Designation:	Independent Non-Executive Director (Chairman)
Qualifications:	B.Eng (Mechanical)
Positions held on statutory committees:	Human Resource & Social and Ethics Committee, Remuneration Committee and Nominations Committee

Industry Experience:

BKB Vice-chairman, Cape Wools SA Chairman, International Wool Textile Organization: Chairman Of Working Group, Armaments Corporation of South Africa (Armcor) Project Engineer.

Johan Edmund Stumpf (54)

Nationality:	South African
Business address:	BKB Building 61, Grahamstown Road, North End, Gqeberha, 6001
Designation:	Managing Director
Qualifications:	B.Eng (Industrial), B.Eng Honours (Industrial), MBA
Positions held on statutory committees:	Human Resource Committee, Social and Ethics Committee, Investment Committee

Industry Experience:

Mpact Ltd Executive, Klein Karoo Group Managing Director, Sundays River Citrus Company Managing Director.

Jan Abraham (Jannie) van Niekerk (43)

Nationality: South African
Business address: BKB Building 61, Grahamstown Road, North End, Gqeberha, 6001
Designation: Chief Financial Officer
Qualifications: B Comm Acc Honours, CA(SA)
Positions held on statutory committees: Investment Committee

Industry Experience:

Crown Food Group Financial Director (7 years), Rhodes Food Group Financial Manager.

Hans Jurie Swart (52)

Nationality: South African
Business address: BKB Building 61, Grahamstown Road, North End, Gqeberha, 6001
Designation: Vice-Chairman
Qualifications: MComm (Agriculture Economics)
Positions held on statutory committees: Audit Committee and Nominations Committee

Industry Experience:

Commercial farmer (30 years).

Andries Stephanus du Toit (50)

Nationality: South African
Business address: BKB Building 61, Grahamstown Road, North End, Gqeberha, 6001
Designation: Managing Director: PakHouse Brands
Qualifications: B. Agriculture (Hons), MBA
Positions held on statutory committees: Investment Committee

Industry Experience:

PakHouse Brands Managing Director, BKB General Manager: Trade, BKB General Manager: Livestock and Property, Kromco (Pty) Ltd Divisional Managing Director.

Herbert Charles Staple (69)

Nationality: South African
Business address: BKB Building 61, Grahamstown Road, North End, Gqeberha, 6001
Designation: Independent Non-Executive Director
Qualifications: BComm, CTA, NHED, CA (SA)
Positions held on statutory committees: Audit Committee (Chairman)

Industry Experience:

PwC(retired partner); Rhodes University Council Member & Chair of Audit Committee; Trustee of Ezethu Development Trust.

Visvanathan ("Ivan") Pillay (68)

Nationality: South African
Business address: BKB Building 61, Grahamstown Road, North End, Gqeberha, 6001
Designation: Independent Non-Executive Director
Qualifications: Management Diploma
Positions held on statutory committees: Human Resource & Social and Ethics Committee

Industry Experience:

Small Business Institute of South Africa Director, South African Revenue Services Deputy Commissioner, Public Affairs Research Institute Director, The Whistleblower House Director.

Christopher David Hobson (49)

Nationality: South African
Business address: BKB Building 61, Grahamstown Road, North End, Gqeberha, 6001
Designation: Independent Non-Executive Director
Qualifications: National Diploma in Human Resource Management
Positions held on statutory committees: Human Resource & Social and Ethics Committee, Investment Committee

Industry Experience:

D&A Timbers (Pty) Ltd Owner and Managing Director, Iliad Africa (Pty) Ltd Managing Executive KZN, Trustee Mohair Trust, Councillor of Kingswood College Council.

Mcebisi Hubert Jonas (61)

Nationality: South African
Business address: BKB Building 61, Grahamstown Road, North End, Gqeberha, 6001
Designation: Independent Non-Executive Director
Qualifications: BA History & Sociology, HDip (Education)
Positions held on statutory committees: None

Industry Experience:

Government of the Republic of South Africa Deputy Finance Minister and Member of the National Assembly, MTN Group Ltd Independent Non-Executive Director, Public Investment Corporation Chairman and Non-Executive Director.

Jacobus Frederik (Koos) Janse Van Rensburg (61)

Nationality: South African
Business address: BKB Building 61, Grahamstown Road, North End, Gqeberha, 6001
Designation: Independent Non-Executive Director
Qualifications: B Compt Hon, MBL
Positions held on statutory committees: Audit Committee and Investment Committee

Industry Experience:

VKB Group Managing Director, Kaap Agri Operations Director, Boland Agri Ltd Managing Director, Coopers & Lybrand Audit Partner.

Edward Adrian Meyer (59)

Nationality: South African
Business address: BKB Building 61, Grahamstown Road, North End, Gqeberha, 6001
Designation: Independent Non-Executive Director
Qualifications: BComm (Hons) CA (SA), CPA Canada
Positions held on statutory committees: Audit Committee, Nominations Committee and Investment Committee (Chairman)

Industry Experience:

Cidel Bank & Trust Co-Founder and Director, National Trust Co Inc. (Canada) VP and Controller, Trans Canada Credit Loan Subsidiary of Norwest (now Wells Fargo) (Canada) CFO, Private Equity Investor, Farmer.

6.2 Company Secretary details

6.2.1 Set out in the table below is the salient information regarding the Company Secretary.

Johannette Oosthuizen (57)

Nationality:	South African
Business address:	BKB Building, 61 Grahamstown Road, North End, Gqeberha, 6001
Qualifications:	B Com (Law); CIS Intermediate Diploma – The Southern African Institute Of Chartered Secretaries and Administrators; Associate Diploma – The Institute Of Bankers in South Africa.
Occupation:	Company Secretary at BKB
<u>Industry Experience:</u>	Legal and Economic Analyst/Delta Motor Corporation; Senior Trust Officer/Standard Trust; Pension Fund administrator/NMBM.

6.3 External Issuer Agent details

6.3.1 Set out in the table below is the salient information regarding the Company's External Issuer Agent, being Pallidus Exchange Services Proprietary Limited ("**Pallidus Exchange**").

Pallidus Exchange Services Proprietary Limited

Country of incorporation:	South Africa
Business address:	Die Groenhuis, 38 Garsfontein Road, Waterkloof, Pretoria, 0145
Designation:	Corporate Advisor in respect of the Listing and External Issuer Agent pursuant to the Listing
Represented by:	Jacques Botha and JD Symington
Representatives' qualifications:	Master Finance and Investment, and CA(SA) respectively

6.3.2 It is hereby recorded that, in terms of the formal mandate entered into by and between BKB and Pallidus Exchange, Pallidus Exchange will continue to act as the Company's External Issuer Agent pursuant to the Listing until such time BKB satisfies the relevant CTSE requirements relating to the appointment of an internal Issuer Agent.

6.3.3 The details of Pallidus Exchange are set out in the "*Corporate Information and Professional Advisors*" section on the inside front cover of this Listing Particulars Document.

6.4 If different from the registered office of the Company, the address of the premises at which the statutory records of the Company are kept

The registered office of the Company and the address of the premises at which the statutory records of the Company are kept is:

BKB Building
61 Grahamstown Road
North End
Gqeberha, 6001
Eastern Cape
South Africa

6.5 Directors' (including Associates of Directors) Beneficial Interest in the Securities of the Company

As at the Last Practicable Date, the following Directors of BKB held the following Beneficial Interests in the Securities of the Company:

	Direct		Indirect		Associates	
	Number of BKB Ordinary Shares	%	Number of BKB Ordinary Shares	%	Number of BKB Ordinary Shares	%
Non-executive						
G E J Kingwill	–	0,000%	106 210	0,120%	8 780	0,01%
H J Swart	–	0,000%	17 000	0,020%	39 060	0,04%
P G Carshagen	–	0,000%	2 820	0,003%	–	0,00%
H C Staple	–	0,000%	–	0,000%	–	0,00%
V Pillay	3 130	0,004%	–	0,000%	–	0,00%
C D Hobson	–	0,000%	–	0,000%	–	0,00%
M H Jonas	–	0,000%	–	0,000%	–	0,00%
E A Meyer	–	0,000%	200 000	0,230%	–	0,00%
J F Janse van Rensburg	–	0,000%	–	0,000%	–	0,00%
Executive						
J E Stumpf	–	0,000%	–	0,00%	–	0,00%
J A van Niekerk	–	0,000%	–	0,00%	–	0,00%
A S du Toit	–	0,000%	–	0,00%	–	0,00%
Subtotal of Directors	3 130	0,004%	326 030	0,37%	47 840	0,05%

6.6 Major and Controlling Shareholder

As at the Last Practicable Date, the following Persons (other than Directors of the Company) held Beneficial Interests of 5% (five percent) or more of the Securities of the Company:

Name of Shareholder	Number of Shares	% of Shares in issue
VKB Beleggings (Pty) Ltd	26 746 908	30.25%
BKB Beperk Personeel Aandeletrust	9 801 852	11.09%
The BKB Empowerment Trust (Ciskei)	4 861 216	5.50%
The BKB Empowerment Trust (Transkei)	4 861 216	5.50%
Total	46 271 192	52.34%

6.7 Directors emoluments receivable from a member of the Group for the year ended 30 June 2021

The aggregate remuneration paid and benefits in kind granted to the Directors of the Company by any member of the Group in respect of the last completed financial year, being the financial year ended 30 June 2021, was as follows:

BKB Directors	Fees R'000	Salary & employee benefits R'000	Expense reimbursed R'000	Total R'000
J E Stumpf	–	6 071	8	6 079
A S du Toit	–	3 079	24	3 103
J A van Niekerk	–	3 600	–	3 600
D C Louw	292	–	8	300
G E J Kingwill	581	–	40	621
H J Swart	341	–	38	379
P G Carshagen	236	–	6	242
H C Staple	381	–	2	383
V Pillay	260	–	2	262
C D Hobson	260	–	20	280
M H Jonas	236	–	6	242
E A Meyer	283	–	17	300
J F Janse van Rensburg	283	–	12	295
Total	3 153	12 750	183	16 086

6.8 Directors' emoluments receivable from a member of the Group in respect of the current financial year

The estimate of the aggregate remuneration payable to, and benefits in kind receivable by, the Directors of the Company from any member of the Group in respect of the current financial year ending 30 June 2022 under the arrangements/authorities in force at the date of the Listing Particulars Document is:

BKB Executive Directors	Estimated remuneration R'000*
J E Stumpf	R8 374
J A van Niekerk	R4 260
A S du Toit	R4 255

* Excludes share-based payments

The following fees for non-executive directors for the financial year ending 30 June 2022 was approved by Shareholders at the 2021 annual general meeting held on 24 November 2021:

Proposed Fees	R'000
Chairperson of Board	R731
Vice-chairperson	R405
Directors and Audit Committee members	R301
Directors and Human Resources and Social, Ethics and Sustainability Committee Members	R276
Directors who are not Committee Members	R251
Chairperson of Audit Committee	R405

6.9 Details of any contract or arrangement subsisting at the date of the Listing Particulars Document, in terms of which a Director of the Company is materially Beneficially Interested and which is Material to the business of the Group

At the date of the Listing Particulars Document no Director of the Company is materially interested in any contract or arrangement which is Material to the business of the Group.

6.10 Details of any outstanding loans by any member of the Group to a Director, including details of any guarantees provided by any member of the Group

At the date of the Listing Particulars Document there are no loans outstanding by members of the Group payable to the Directors, and no guarantees provided by any member of the Group for a Director's benefit.

6.11 Details of any incentive schemes

- 6.11.1 The BKB Group has both a Short-Term Incentive scheme (“STIs”) and Long Term Incentive scheme (“LTI”).
- 6.11.2 The STI, being a cash settlement plan, is aimed at sharing the success of the organisation proportionately with the employees. The aim of the LTI is to establish competitive opportunities, attract and retain high calibre staff and reinforce organisational performance. It seeks to encourage exceptional performance of employees.
- 6.11.3 The LTI scheme, being the BKB Limited 2021 Bonus and Performance Share Entitlement Plan, was approved by the Board on 1 April 2021 and consists of the following:

6.11.3.1 BKB’s LTI Participation scheme is a discretionary award applied to qualifying senior key employees, as approved by the Human Resources Committee and ratified by the Board. The LTI is designed to recognize service and performance and entitle eligible employees to participate in the potential growth of BKB. Participation in the LTI is governed by the share agreement and has the following two elements:

6.11.3.1.1 **Performance shares (restricted shares)** – are awarded to senior employees who can influence and impact long term strategic performance. The actual number of shares that vest will be based on performance criteria over the vesting period, namely Return on Funds Employed and Net Debt divided by EBITDA (Earnings before interest, depreciation and amortization).

Annual conditional awards of performance shares will be made to eligible participants at a zero strike price. Performance shares will vest on the fourth anniversary for their award to the extent that specified performance criteria over the intervening period (assessment period) have been met.

	Group		Company	
	2021	2020	2021	2020
Movements in number of shares awarded	Number	Number	Number	Number
Balance at the beginning of the year	–	–	–	–
Granted	98 599	–	98 599	–
Balance at the end of the year	98 599	–	98 599	–
Share awards outstanding vest in the following years, subject to the fulfilment of performance conditions.				
Year ending 30 June 2024	98 599	–	98 599	–

6.11.3.1.2 **Bonus shares (restricted shares)** – provides for share based retention. Awards are based on the past year’s performance and vest over a longer period. Bonus shares are subject to the risk of the share price attached to them.

6.11.3.1.3 Special allocations of bonus shares awarded vest after three years conditional on continued employment. Bonus shares are granted at a zero strike price.

	Group		Company	
	2021	2020	2021	2020
Movements in number of shares awarded	Number	Number	Number	Number
Balance at the beginning of the year	–	–	–	–
Granted	224 209	–	224 209	–
Balance at the end of the year	224 209	–	224 209	–
Share awards outstanding vest in the following years, subject to the fulfilment of performance conditions.				
Year ending 30 June 2024	224 209	–	224 209	–

6.11.3.2 The LTI currently has 11 (eleven) eligible participants who participate in the LTI for targets met for the financial year 1 July 2020 to 30 June 2021, which vest on 30 June 2024, in accordance with the provisions of the LTI policy.

6.11.3.3 The Board will, prior to the commencement of each assessment period, set target ranges for performance criteria comprising minimum and maximum thresholds to be attained.

6.11.3.4 Shareholders are referred to note 18 in the 2021 annual report of the Company for additional information relating to the share based payments.

6.12 Particulars of any arrangement under which a Director of the Company has waived or agreed to waive future emoluments

At the date of the Listing Particulars Document, there are no arrangements under which a Director of the Company has waived or agreed to waive future emoluments receivable from any member of the Group.

SECTION 7: ADDITIONAL MATERIAL INFORMATION

7.1 Exchange Control

7.1.1 The following summary is intended as a guide and is, therefore, not comprehensive. If you are in any doubt hereto, please consult your attorney, accountant or professional advisor.

7.1.2 The Listing Particulars is not an invitation to the public to subscribe for Shares in BKB and does not amount to a prospectus. Should BKB in future issue Shares to Shareholders, Shareholders should ensure that they comply with the Exchange Control Regulations, to the extent that those regulations may be applicable to them.

7.1.3 Emigrants from the Common Monetary Area

7.1.3.1 a former resident of the Common Monetary Area who has emigrated, may use emigrant blocked funds to acquire Shares detailed in this Listing Particulars document;

7.1.3.2 all payments in respect of an acquisition or subscription of Shares by an emigrant, using emigrant blocked funds, must be made through the authorised dealer in foreign exchange controlling the blocked assets;

7.1.3.3 any Shares acquired or issued pursuant to the use of emigrant blocked funds, will be credited to their blocked share accounts at the CSDP controlling their blocked portfolios;

7.1.3.4 any Shares subsequently re-materialised and in certificated form, will be endorsed "Non-Resident" and will be sent to the authorised dealer in foreign exchange through whom the payment was made; and

7.1.3.5 If applicable, refund monies in respect of unsuccessful applications, emanating from blocked Rand accounts, will be returned to the authorised dealer administering such blocked Rand accounts for the credit of such applicant's blocked Rand account.

7.1.4 Applicants' resident outside the Common Monetary Area

7.1.4.1 A person who is not resident in the Common Monetary Area should obtain advice as to whether any government and/or legal consent is required and/or whether any other formality must be observed to enable receipt of the Listing Particulars document.

7.1.4.2 Applicant resident outside the Common Monetary Area should note that, where shares are subsequently re-materialised and issued in certificated form, such share certificates will be endorsed "Non-Resident" in terms of the Exchange Control Regulations.

7.2 Contracts of Significance, other than contracts which have been entered into by the Company in the ordinary course of business

The Board considered that there are several contracts, involving cash flows amounting to or valued equal to 10% (ten percent) or more of the aggregate of the Group's share capital and reserves, which are significant to the Group or are of such a nature that an investor may wish to know their salient details in deciding whether to invest in the Company. The main provisions of these contracts are summarised below. These summaries do not purport to be complete and are qualified by the text of the contracts themselves.

7.2.1 Retail, Fuel and Finance Combination Transactions:

7.2.1.1 These transactions entail that the following new "combined businesses" are envisaged to be established:

7.2.1.1.1 **Trade Retail and Fuel** – in essence comprising the consolidation of the respective trade retail businesses (including the respective fuel retail businesses) of BKB and VKB Landbou Proprietary Limited ("**VKB Landbou**"), a subsidiary of VKB Beleggings Proprietary Limited ("**VKB**") ("**Retail and Fuel Transaction**"); and

7.2.1.1.2 **AgriFin** – in essence comprising the consolidation of BKB and VKB Landbou's respective financial services businesses related to production and seasonal accounts, term loans and other interest-bearing credit lines ("**AgriFin Transaction**").

7.2.1.2 The Retail and Fuel Transaction will be implemented through the consolidation of all the trade retail businesses of BKB and VKB (i.e. conducted at their respective branches) where joint control exists between BKB and VKB (i.e. 50% shareholding and voting rights to each), in a manner:

7.2.1.2.1 which retains the trademarks and separate brands of BKB and VKB; and

7.2.1.2.2 where the profits attributable to the former businesses of BKB and VKB are effectively distributed to the former owners of the businesses (i.e. BKB or VKB).

7.2.1.3 The objectives of the AgriFin Transaction include, amongst others:

7.2.1.3.1 securing long-term funding for the financing businesses of BKB and VKB at competitive rates;

7.2.1.3.2 diversifying the product offerings of these businesses; and

7.2.1.3.3 further expanding the geographical operations of the financing businesses.

- 7.2.1.4 The AgriFin Transaction will be implemented through the combination of the respective financial services businesses of BKB and VKB in an entity where joint control exists between BKB and VKB.
- 7.2.1.5 The Competition Tribunal has previously approved both the Retail and Fuel Transaction and the AgriFin Transaction. The planning for implementation of these transactions is in process. Further announcements in this regard will be issued in due course.
- 7.2.1.6 In terms of the abovementioned approval, certain conditions are to be met, being that (i) certain mechanisms are implemented to ensure that no competitively sensitive information regarding the grain and oilseed storage and trading activities of BKB and VKB are exchanged, and (ii) a transformation initiative is pursued to restructure BKB's fuel business with regards to ownership by historically disadvantaged individuals in line with the requirements of the Petroleum Products Act (120 of 1977) and the Charter for the South African Petroleum and Liquid Fuels Industry.
- 7.2.1.7 No discounts or special terms were granted as part of either of the Retail and Fuel Transaction or the AgriFin Transaction, apart from "reserved matters" in favour of each of BKB and VKB as shareholders which is typical of a transaction of this nature.

7.2.2 **Grain Combination Transaction:**

- 7.2.2.1 The grain combination transaction entails the transfer of BKB's grain storage and handling business to a newly incorporated subsidiary of VKB Landbou (which will also hold VKB Landbou's grain storage and handling business) ("**VKB Grain Services**") in exchange for a minority shareholding in VKB Grain Services which will provide BKB with significant influence over VKB Grain Services (ie at least 20% shares and voting rights), with VKB exercising control over VKB Grain Services ("**Grain Transaction**").
- 7.2.2.2 The main objectives (amongst others) to be achieved in pursuing the Grain Transaction include:
 - 7.2.2.2.1 centralising parts of BKB and VKB's existing grain storage and handling operations and sharing of knowledge in respect of grain storage and handling between BKB and VKB management in an effort to enhance operational efficiencies;
 - 7.2.2.2.2 diversification of customer bases for both BKB and VKB and mitigation of environmental risks resulting in stable and growing income streams for both BKB and VKB;
 - 7.2.2.2.3 optimising the capacity of the under-utilised grain storage facilities of both VKB and BKB; and
 - 7.2.2.2.4 sharing of benefits from, amongst others, market leading information technology systems adopted and additional services to be offered to customers.
- 7.2.2.3 No discounts or special terms were granted as part of the Grain Transaction, apart from "reserved matters" in favour of each of BKB and VKB as shareholders which is typical of a transaction of this nature.
- 7.2.2.4 The transaction was submitted to the competition authorities during January 2022, and further announcements in this regard will be issued in due course.

7.2.3 Save for the transactions as stipulated in sections 7.2.1 and 7.2.2 above, the Directors of the Company are not aware, having made due and careful enquiry, of any contracts involving cash flows amounting to or valued equal to 10% (ten percent) or more of the aggregate of the Group's share capital and reserves within the 2 (two) years immediately preceding the Announcement of the Listings Particulars.

7.3 **Details of where and when documents may be inspected**

The following documents will be made available for inspection to Shareholders of BKB at any time during normal business hours at BKB's registered office, from the issue date of this Listing Particulars Document until Tuesday, 15 March 2022 (both days inclusive):

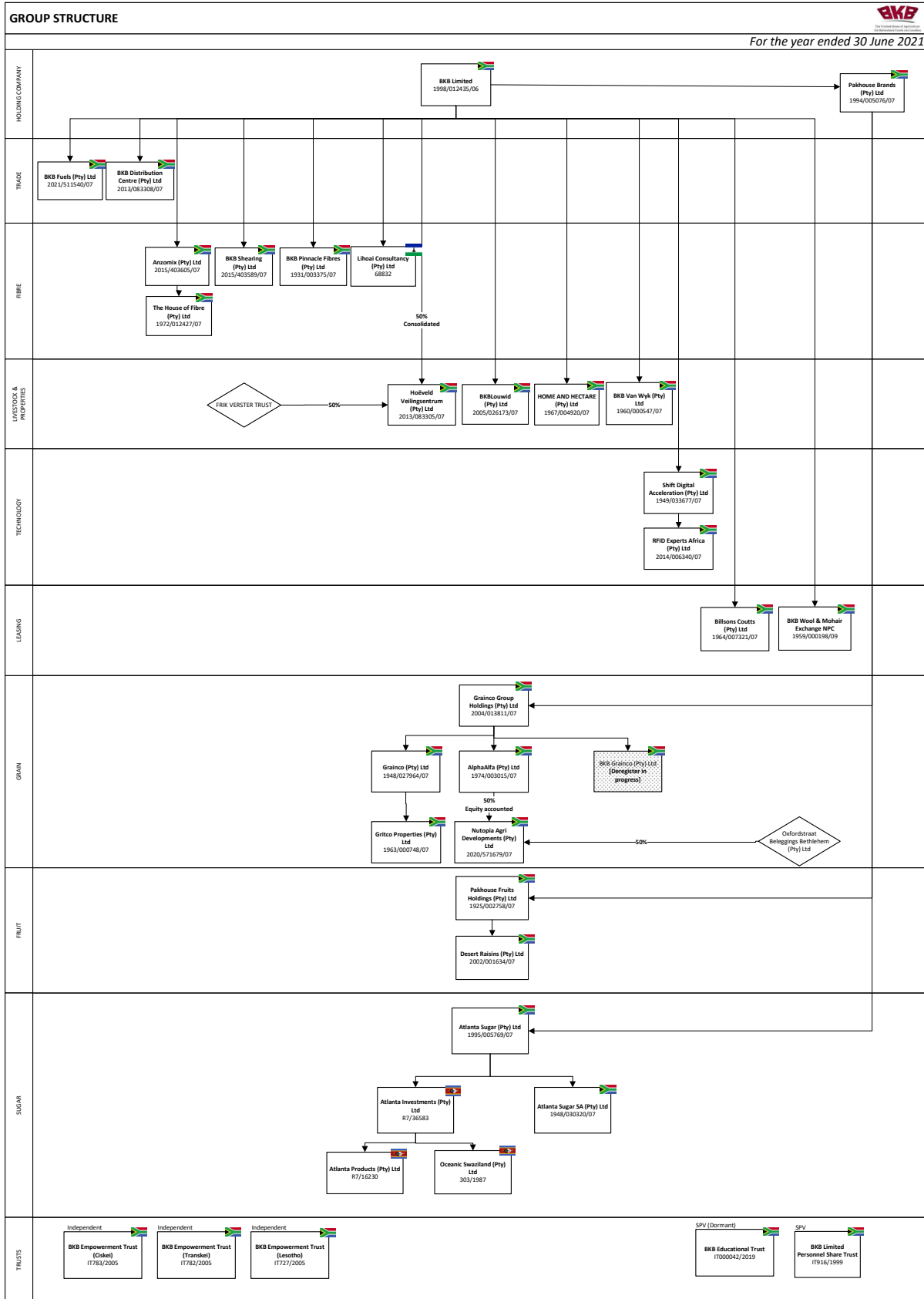
- 7.3.1 the Company's MOI, including the MOIs of Major Subsidiaries;
- 7.3.2 service agreements with Directors and the Company Secretary;
- 7.3.3 details of any incentive schemes involving the staff in the capital of any member of the Group; and
- 7.3.4 the audited historical annual financial statements of BKB and its Subsidiaries for the three financial years ended 30 June 2021, 30 June 2020 and 30 June 2019.

7.4 **Statutory records of BKB**

The statutory records of the BKB are kept at the registered office of the Company. Details register address of the Company are set out in the "*Corporate Information and Professional Advisors*" section on the inside front cover of this Listing Particulars Document.

BKB GROUP STRUCTURE

Set out in the Annexure below is a schematic diagram of the BKB Group of Companies, as at the Listing Date:



HISTORICAL FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 June

	2021 R'000	2020 R'000	2019 R'000
Assets			
Non-current assets			
Property, plant and equipment	887 841	844 666	836 327
Right-of-use assets	66 123	56 140	–
Investment property	35 323	35 528	35 528
Intangible assets	85 172	91 592	113 870
Investment in associates	8 450	–	–
Trade and other receivables	22 322	24 578	55 416
Deferred tax assets	29 288	23 170	23 195
	1 134 519	1 075 674	1 064 336
Current assets			
Inventories	710 447	750 691	846 661
Trade and other receivables	888 499	882 662	771 437
Derivative financial instruments	1 004	13 381	8 484
Other financial assets	20 700	317	4 584
Current income tax assets	682	2 770	5 193
Cash and cash equivalents	69 348	75 139	57 187
	1 690 680	1 724 960	1 693 546
Assets held for sale	10 957	–	–
	1 701 637	1 724 960	1 693 546
Total assets	2 836 156	2 800 634	2 757 882
Equity			
Share capital	4 420	4 420	4 420
Share premium account	218 950	218 950	218 950
Treasury shares	(120 713)	(120 713)	(120 650)
Non-distributable reserves	162 111	151 458	158 553
Distributable reserves	1 022 905	921 191	914 313
Capital and reserves attributable to owners of the parent	1 287 673	1 175 306	1 175 586
Non-controlling interests	(206)	–	8 712
Total equity	1 287 467	1 175 306	1 184 298
Liabilities			
Non-current liabilities			
Borrowings	116 493	137 170	162 133
Lease liabilities	60 235	51 035	–
Post-retirement medical aid liabilities	6 302	6 802	7 402
Deferred tax liabilities	45 895	47 776	65 371
Provisions	8 295	8 086	7 148
	237 220	250 869	242 054
Current liabilities			
Trade and other payables	588 212	603 267	450 950
Borrowings	547 541	657 012	693 949
Financial liabilities at fair value	21 056	26 173	79 045
Derivatives	8 566	5 869	–
Lease liabilities	12 014	8 685	–
Current income tax liabilities	1 821	884	1 156
Bank overdrafts	122 940	72 569	106 430
	1 302 150	1 374 459	1 331 530
Liabilities directly associated with assets classified as held for sale	9 319	–	–
Total current liabilities	1 311 469	1 374 459	1 331 530
Total liabilities	1 548 689	1 625 328	1 573 584
Total equity and liabilities	2 836 156	2 800 634	2 757 882

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 June

	2021	2020	Restated 2019
	R'000	R'000	R'000
Value of business conducted	13 213 136	11 100 715	11 428 667
Revenue	5 544 979	4 992 180	4 768 499
Cost of sales	(4 389 925)	(4 020 683)	(3 752 629)
Gross profit	1 155 054	971 497	1 015 870
Other operating income	49 946	42 817	46 851
Administrative and other expenses	(977 382)	(898 091)	(835 209)
Impairment of financial assets	(12 012)	(11 873)	(9 595)
Impairment of financial assets – share transaction	–	–	(115 215)
Loss from equity accounted investments	(238)	–	–
Legal and professional fees	–	–	(14 222)
Operating profit	215 368	104 350	88 480
Finance income	5 152	3 841	20 323
Finance costs	(71 669)	(89 423)	(62 114)
Profit before taxation	148 851	18 768	46 689
Income tax expense	(43 934)	(10 200)	(22 402)
Profit for the year	104 917	8 568	24 287
Other comprehensive income:			
Items that will not be reclassified to profit or loss:			
Movement in reserve on revaluation of properties	(2 036)	2 545	2 891
(Losses)/gains on property revaluations	(2 828)	3 535	3 993
Income tax relating to items that will not be reclassified	792	(990)	(1 102)
Items that will be reclassified to profit or loss:			
Movement in cash flow hedge reserve	9 978	(10 156)	17 298
Fair value adjustments to cash flow hedge reserve	45 135	(43 660)	1 972
Reclassification to profit and loss	(29 622)	29 554	21 937
Income tax relating to items that may be reclassified	(5 535)	3 950	(6 611)
Other comprehensive income/(loss) for the year net of taxation			
Total comprehensive income for the year	112 859	957	44 476
Profit attributable to:			
Owners of the parent	105 123	15 303	25 641
Non-controlling interests	(206)	(6 735)	(1 354)
Total comprehensive income attributable to:	104 917	8 568	24 287
Owners of the parent	113 065	14 472	41 793
Non-controlling interests	(206)	(13 515)	2 683
	112 859	957	44 476

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June

	2021 R'000	2020 R'000	2019 R'000
Share capital			
Balance at the beginning of the year	4 420	4 420	4 653
Shares re-repurchased	-	-	(233)
Balance at the end of the year	4 420	4 420	4 420
Share premium account			
Balance at the beginning of the year	218 950	218 950	319 082
Premium on shares re-purchased	-	-	(102 134)
Premium on issue of shares	-	-	2 002
Balance at the end of the year	218 950	218 950	218 950
Treasury shares			
Balance at the beginning of the year	(120 713)	(120 650)	(33 775)
Share movement during the year	-	(63)	(86 875)
Balance at the end of the year	(120 713)	(120 713)	(120 650)
Non-distributable reserves			
<i>Reserve on revaluation of properties</i>			
Balance at the beginning of the year	155 624	152 945	150 338
Revaluations	(2 828)	3 535	3 807
Deferred tax on revaluations	792	(990)	(1 050)
Purchase of 25% shares in Desert Raisins (Pty) Ltd	-	134	-
Transfer to distributable reserves	(384)	-	(150)
Balance at the end of the year	153 204	155 624	152 945
<i>Cash flow hedge reserve</i>			
Balance at the beginning of the year	(7 238)	2 536	(10 859)
Fair value adjustments to cash flow hedge reserve	45 136	(34 243)	2 524
Reclassification to profit or loss	(29 622)	29 554	15 964
Income tax relating to items that may be reclassified	(5 535)	1 313	(5 093)
Purchase of 25% shares in Desert Raisins (Pty) Ltd	-	(6 398)	-
Balance at the end of the year	2 741	(7 238)	2 536
<i>Share based payment reserve</i>			
Balance at the beginning of the year	-	-	-
Employee share scheme – value of employee services	3 094	-	-
Balance at the end of the year	3 094	-	-
<i>Black economic empowerment reserve</i>			
Balance at the beginning and end of the year	2 439	2 439	2 439
<i>Unissued share reserve</i>			
Balance at the beginning and end of the year	633	633	633
	162 111	151 458	158 553
Distributable reserves			
<i>Retained earnings</i>			
Balance at the beginning of the year	921 191	914 313	944 653
Change in accounting policy	-	-	(5 427)
Deferred tax on change in accounting policy	-	-	1 520
Profit for the year	105 123	15 303	25 641
Dividends	(3 943)	(7 886)	(52 282)
Purchase of 25% shares in Desert Raisins (Pty) Ltd	-	(539)	-
Transfer from revaluation reserve	534	-	208
Balance at the end of the year	1 022 905	921 191	914 313
Non-controlling interest			
Balance at the beginning of the year	-	8 712	6 029
(Loss) for the year	(206)	(6 735)	(1 354)
Other comprehensive loss	-	(6 780)	4 037
Sale of non-controlling interest	-	4 803	-
Balance at the end of the year	(206)	-	8 712
Total	1 287 467	1 175 306	1 184 298

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30 June

	2021	2020	2019
	R'000	R'000	R'000
Cash flow from operating activities			
Cash receipts from customers	13 257 245	11 032 307	11 420 141
Cash paid to suppliers and employees	(12 943 239)	(10 746 760)	(11 425 908)
Cash generated from/(used in) operating activities	314 006	285 547	(5 767)
Interest received	5 152	3 841	8 476
Interest paid	(71 669)	(89 423)	(62 114)
Taxation paid	(53 501)	(22 659)	(52 101)
	193 988	177 306	(111 506)
Cash flow from investing activities			
Purchase of property, plant and equipment	(101 128)	(56 753)	(40 641)
Sale of property, plant and equipment	10 663	11 202	5 729
Purchase of investment property	-	-	(60)
Purchase of non-controlling interest	-	(2 000)	-
Purchase of other intangible assets	(3 310)	(2 926)	(25 266)
Business combinations	-	(1 500)	-
Sale of other intangible assets	405	-	13
Increase in investment in associate	(8 688)	-	-
Advances of non-current receivables	(4 447)	(3 923)	(2 217)
Repayment of non-current receivables	6 703	34 761	-
Net cash flows from investing activities	(99 802)	(21 139)	(62 442)
Cash flow from financing activities			
Loan advanced to Maruwa – share transaction	-	-	(417 663)
Repayment of loan advanced to Maruwa – share transaction	-	-	132 012
Dividends paid	(3 943)	(7 886)	(52 282)
Cash paid on share movements	-	(63)	(4 957)
Proceeds from borrowings	114 801	123 104	210 950
Repayment of borrowings	(130 183)	(125 004)	(108 353)
Proceeds from financial liabilities at fair value through profit or loss	978 198	1 013 423	1 071 819
Repayments of financial liabilities at fair value through profit or loss	(983 316)	(1 040 092)	(1 026 774)
Principal elements of lease payments	(11 138)	(7 836)	-
Net cash flows from financing activities	(35 581)	(44 354)	(195 248)
Total cash movement for the year	58 605	111 813	(369 196)
Cash and cash equivalents beginning of the year	2 570	(49 243)	(10 255)
Movement in cash credit accounts	(114 767)	(60 000)	330 208
Cash and cash equivalents end of the year	(53 592)	2 570	(49 243)

EXTRACTS FROM THE MOI OF BKB

In accordance with section 1.1 of the Listing Particulars Document, set out below is an extract from the MOI of BKB with regards to the relevant provisions as required by the CTSE Listings Requirements.

1.1. Any power enabling a Director to vote on a proposal, arrangement or contract in which he is materially interested

- “27.5.3 Any Director may act for the Company personally or through his firm in a professional capacity (except as auditor) and he or his firm shall be entitled to remuneration for professional services rendered as if he had not been a Director of the Company.*
- 27.5.4 Each Director, Prescribed Officer and member of any committee of the Board shall, subject to the exemptions contained in section 75(2) and the qualifications contained in section 75(3), comply with all of the provisions of section 75 in the event that they (or to their knowledge any person who is a related person to them) have a personal financial interest in any matter to be considered by the Board.”*

1.2. Any power enabling the Directors to vote on remuneration (including pension or other benefits) to themselves or any members of their body and any other provision as to the remuneration of the Directors

- “27.5.1 A Director may hold any other office or place of profit under the Company (except that of auditor) or any subsidiary of the Company in conjunction with the office of Director, for such period and on such terms as to remuneration (in addition to the remuneration to which he may be entitled as a Director) and otherwise as a disinterested quorum of the Directors may determine.*
- 27.5.2 A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, provided that the appointment and remuneration in respect of such other office must be determined by a disinterested quorum of Directors.”*

1.3. Borrowing powers exercisable by the Directors and how such borrowing powers can be varied

- “34.1 Subject to the provisions of this Memorandum of Incorporation, the Directors may from time to time –*
- 34.1.1 borrow for the purposes of the Company such sums as they think fit;*
- 34.1.2 secure the payment or repayment of any such sums, or any other sum, as they think fit, whether by the creation and issue of Securities, mortgage or charge upon all or any of the property or assets of the Company.*
- 34.2 The Board shall procure (but as regards subsidiaries of the Company only insofar as by the exercise of voting and other rights or powers of control exercisable by the Company they can procure) that the aggregate principal amount at any one time outstanding in respect of moneys so borrowed or raised by –*
- 34.2.1 the Company; and*
- 34.2.2 all the subsidiaries for the time being of the Company (excluding moneys borrowed or raised by any of such companies from any other such companies but including the principal amount secured by any outstanding guarantees or suretyships given by the Company of any of its subsidiaries for the time being for the share capital or indebtedness of any other company or companies whatsoever and not already included in the aggregate amount of the moneys so borrowed or raised),*
- shall not exceed the aggregate amount at that time authorized by the Directors to be borrowed or secured, provided that no such sanction shall be required to the borrowing of any moneys intended to be applied and actually applied within 90 (ninety) days in the repayment (with or without any premium) of any moneys then already borrowed and outstanding and notwithstanding that new borrowing may result in the abovementioned limit being exceeded.”*

1.4. Retirement or non-retirement of Directors under an age limit

- “27.4.3 No Director shall be appointed for life or for an indefinite period and the non-executive Directors referred to in clauses 27.2.2.1 and 27.2.2.3 (“Non-executive Directors”) shall rotate in accordance with the following provisions of this clause 27.4.3 –*
- 27.4.3.1 at each annual general meeting referred to in clause 21.2.1, 1/3 (one third) of the Non-executive Directors for the time being, or if their number is not a multiple of 3 (three), the number nearest to 1/3 (one third), shall retire from office, provided that the number shall alternately be rounded up to the nearest whole number in the one year and in the next year be rounded down to the nearest whole number;*
- 27.4.3.2 the Non-executive Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who were elected as Non-executive Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot;*
- 27.4.3.3 notwithstanding the provisions of this clause 27.4.3, a Non-executive Director who has already held his office for a period of 3 (three) years since his last election for appointment by the date of any annual general meeting shall retire at such meeting, either as one of the Non-executive Directors retiring according to the roster referred to above, or over and above such Non-executive Directors;*

- 27.4.3.4 *the length of time a Non-executive Director has been in office shall be computed from his last election, appointment or date upon which he was deemed re-elected;*
- 27.4.3.5 *a Non-executive Director retiring at a meeting shall retain office until the election of Non-executive Directors at that meeting has been completed;*
- 27.4.3.6 *a retiring Non-executive Director shall be eligible for re-election; and*
- 27.4.3.7 *the Company, at the general meeting at which a Non-executive Director retires in the above manner, or at any other general meeting, may fill the vacancy by electing a person thereto, and in default the retiring Non-executive Director, if willing to continue to act, shall be deemed to have been re-elected, unless it is expressly resolved at the meeting not to fill such vacated office; or a resolution for the re-election of such Non-executive Director was put to the meeting and rejected, provided that the Company shall not be entitled to fill the vacancy by means of a resolution passed in accordance with clause 26;*

*“notwithstanding the provisions of this clause 27.4.3, a Non-executive Director who has already held his office for a continuous period of **12 (twelve)** years or more since his first election or appointment by the date of any annual general meeting shall retire at such meeting, either as one of the Non-executive Directors retiring according to the roster referred to above, or over and above such Non-executive Directors, provided that (1) the Board may on a case by case basis propose to the Shareholders, that the aforementioned provisions of this clause 27.4.3.8 should not apply to a Non-executive Director who is either the chairperson of the Company or the chairperson of the audit committee of the Company, in which event, if such proposal is approved by the Shareholders in general meeting, the provisions of this clause 27.4.3.8 shall not apply to such Non-executive Director on the basis approved by the Shareholders in general meeting, and (2) in the event that more than 1/3 (one third) of the Non-executives Directors already held their offices for a continuous period of 9 (nine) years or more since their first election or appointment by the date of any annual general meeting (“Long-term Non-Executive Director Threshold”), the Non-executive Director/s who have served the longest continuous period since their first election or appointment shall retire at such annual general meeting to ensure that the Long-term Non-Executive Director Threshold is not breached.”*

1.5. Directors' qualification shares

Directors are not required to hold Shares in the Company. Accordingly, non-Shareholders can also be appointed to the Board.

1.6. Changes in capital

“6.2 The power of the Board to –

- 6.2.1 *increase or decrease the number of authorised Shares of any class of the Company's Shares; or*
- 6.2.2 *create any class of Shares; or*
- 6.2.3 *reclassify any classified Shares that have been authorised but not issued; or*
- 6.2.4 *classify any unclassified Shares that have been authorised but not issued; or*
- 6.2.5 *determine the preferences, rights, limitations or other terms of any Shares, shall be subject to the approval of the Shareholders by way of a special resolution.*

6.5 *Shares may be authorised in respect of which the preferences, rights, limitations or any other terms of any class of Shares may be varied in response to any objectively ascertainable external fact or facts as provided for in sections 37(6) and 37(7).*

6.6 *The Board may, subject to clauses 6.8 and 6.10 and the further provisions of this clause 6.6, resolve to issue Shares at any time, and/or grant options to subscribe for Shares but only –*

- 6.6.1 *within the classes and to the extent that those Shares have been authorised (but not issued) by or in terms of this Memorandum of Incorporation; and*
- 6.6.2 *save as contemplated in clause 13.1, only to the extent that such issue or option has been approved by the Shareholders in general meeting, either by way of a general authority (which may be either conditional or unconditional) to issue or grant options over Shares to such subscribers as the Board may in their discretion determine for the subscription consideration and on the other terms that the Board have determined or a specific authority in respect of any particular issue or option in respect of Shares, provided that, if such approval is in the form of a general authority to the Board, it shall be valid only until the next annual general meeting of the Company and it may be varied or revoked by any general meeting of the Shareholders prior to such annual general meeting, and provided further that such issue or option shall be subject to (1) the required approval of the Securities Exchange, if any, and (2) the Listings Requirements. Without derogating from the aforesaid, the Board may also if it has been granted a general authority by a general meeting to issue or grant options in respect of Shares, in the discretion of the Board issue such Shares or grant such options to some of the Shareholders only or to a combination of some of the Shareholders and subscribers who do not hold any Shares in the Company.*

6.7 *Subject to what may be authorised by the Act, the Listings Requirements and at meetings of Shareholders in accordance with clause 6.6, the Board may only issue unissued Shares if such Shares have first been offered to existing Shareholders in proportion to their shareholding on such terms and in accordance with such procedures as the Board may determine, unless such Shares are issued for the acquisition of assets by the Company.”*

1.7. Any time limit after which entitlement to Distribution lapses and an indication of the party in whose favour the lapse operates

“39.7 All unclaimed monies that are due to any Shareholder/s shall be held by the Company in trust for the benefit of the Company until lawfully claimed by such Shareholder/s, and monies that remain unclaimed for a period of 3 (three) years from the date on which they became payable may be declared forfeited by the Directors for the benefit of the Company. The Directors may at any time annul such forfeiture upon such conditions (if any) as they think fit.”

1.8. Arrangements for transfer of the Securities and, where permitted, restrictions on the free transferability

“10.1 The transfer of Uncertificated Securities may be effected only –

10.1.1 by a Participant or Central Securities Depository;

10.1.2 on receipt of an instruction to transfer sent and properly authenticated in terms of the rules of a Central Securities Depository or an order of a Court; and

10.1.3 in accordance with section 53 and the rules of the Central Securities Depository.

10.2 Transfer of ownership in any Uncertificated Securities must be effected by debiting the account in the Uncertificated Securities Register from which the transfer is effected and crediting the account in the Uncertificated Securities Register to which the transfer is effected, in accordance with the rules of the Central Securities Depository.”

BKB GROUP CORPORATE GOVERNANCE REPORT

GOVERNANCE, ETHICS AND COMPLIANCE

The BKB Group is committed to the highest standards of governance, ethics and integrity. The BKB Group's sustainability, success and growth is underpinned by its values and commitment to good governance and accountability. BKB's governance framework is guided by the principles outlined in King IV. The principles outlined in King IV have been substantially adopted and are applied as far as is practically possible.

It should be noted that BKB was an unlisted entity prior to the Listing and has therefore disclosed only certain principles complying with King IV. The Directors are satisfied that the Group substantially complies with the principles and spirit of King IV. Furthermore, the Directors have, accordingly, established procedure and policies appropriate to the Group's business in keeping with its commitment to best practices in corporate governance.

In recognition of the need to conduct the affairs of the Group according to the highest standards of corporate governance and in the interests of investor protection, the Group's commitment to good governance is formalised in charters, policies and operating procedures. These are intended to cover all aspects of the organisation's activities wherever situated, and in reporting internally and to stakeholders. The board is committed to achieving high standards of corporate governance, business integrity and ethics across all its activities.

GOVERNANCE STRUCTURES

Board of Directors

During the 2021 financial year the Board of Directors comprised of 12 (twelve) members, of which 9 (nine) served in a non-executive capacity and three members served in executive capacities. The Board of Directors meets quarterly and is responsible for strategic and policy decisions.

The Chairman is a non-executive director and all non-executive directors are appointed for a specific period.

The Board of Directors shall comprise of no fewer than 6 (six) and no more than 15 (fifteen) directors as follows:

- a maximum of 8 (eight) directors elected by the holders of the ordinary shares;
- a maximum of 4 (four) executive directors appointed by the abovementioned elected directors; and
- a maximum of 3 (three) non-executive directors appointed by the elected non-executive directors based on their expertise and experience.

The role and function of the Board includes:

- providing strategic direction;
- exercising effective control over the Company and Group;
- ensuring the sustainability and financial position of the business;
- putting appropriate risk management, internal controls and regulatory compliance procedures in place;
- designating and assigning responsibility to sub-committees and providing terms of reference;
- defining levels of authority for management; and
- providing governance and oversight over subsidiary companies' activities.

Composition of the Board

The Board was elected through a formal process, with the Nomination Committee identifying suitable candidates to be proposed to Shareholders.

Non-executive directors retire on a rotational basis, but may be re-elected. The remuneration of non-executive directors is approved by a special resolution of shareholders at the annual general meeting, as required by the Companies Act.

Audit and Risk Committee

The Audit and Risk Committee consists of 4 (four) non-executive directors, namely H C Staple (Chairman), E A Meyer, H J Swart and J F Janse van Rensburg. The external auditors and the internal auditors have unlimited access to the Audit and Risk Committee, which ensures that their independence is not compromised in any way. Internal audit matters are considered during each quarterly Audit and Risk Committee meeting. The internal and external auditors attend the meetings and are granted the opportunity to discuss any relevant matter. The appropriate members of senior management also attend the meetings by invitation.

This committee continually monitors the independence and objectivity of the external auditors.

In terms of the Companies Act the shareholders appoint the Audit and Risk Committee members at the Annual General Meeting.

The Audit and Risk Committee satisfied itself that the General Manager: Finance had appropriate expertise and experience.

Human Resources and Remuneration Committee

The Human Resources and Remuneration Committee consists of 1 (one) executive and (3) three non-executive directors and the General Manager of Human Resources.

This committee determines the remuneration of all personnel. Matters relating to the remuneration of non-executive directors are put to shareholders for approval at the Annual General Meeting.

Over and above this, this committee also ensures that the appropriate Human Resources policies and procedures are in place, and are aligned to the values of BKB, the required talent is recruited and retained and that proper development and reward structures are in place. This committee is also responsible for ensuring that a proper employment equity plan is in place and is being actioned.

Nominations Committee

The Nominations Committee is made up of 3 (three) non-executive directors and is chaired by the Chairman of Board. The committee ensures that the recommended Board appointments are done taking into account the need for appropriate skills, competency and experience. This committee will also make recommendations regarding composition of Board Committees.

Social, Ethics and Sustainability Committee

This committee consists of 1 (one) executive and 3 (three) non-executive directors and the General Manager of Human Resources.

The functions of the Social and Ethics Committee are:

- providing leadership and guidance to the Board on social, ethical and sustainability issues;
- ensuring that effective and adequate policies and procedures are in place to manage social, ethical and sustainability risks;
- reviewing and monitoring Group-wide compliance with policy guidelines and appropriate local and international standards and laws relating to social, ethical and sustainability matters;
- ensuring that management has allocated adequate resources to comply with social, ethical and sustainability policies, codes of best practice and regulatory requirements; and
- consulting and communicating with internal
- and external stakeholder with respect to social, ethical and sustainability issues.

This committee is also responsible for our B-BBEE implementation.

Investment Committee

The Investment Committee comprised of three executive and three non-executive directors during the 2021 financial year. This committee assists the Board in:

- considering new acquisitions or investments;
- informing and updating the Board on new and existing opportunities;
- ensuring alignment between the investment and acquisition and the business strategy; and
- considering the alignment of funding options to investments and acquisitions.

Attendance of meetings:

Meeting Dates	AGM		Board of Directors				Audit Committee					Human Resources, Remuneration & Ethics Committee					
	Scheduled	Scheduled	Scheduled	Scheduled	Scheduled	Scheduled	Scheduled	Scheduled	Scheduled	Scheduled	Special	Scheduled	Special	Scheduled	Scheduled	Scheduled	Scheduled
	25/11/20	27/08/20	25/11/20	26/11/20	23/02/21	27/05/21	26/08/20	25/11/20	22/02/21	26/05/21	09/07/20	26/08/20	23/09/20	24/11/20	22/02/21	14/04/21	26/05/21
G E J Kingwill	✓	✓	✓	✓	✓	✓	N	N	G	N	✓	✓	✓	✓	✓	✓	✓
A S du Toit	✓	✓	✓	✓	✓	✓	E	E	E	E	N	N	N	N	N	N	N
C D Hobson	✓	✓	✓	✓	✓	✓	N	N	N	N	✓	✓	✓	✓	✓	✓	✓
M H Jonas	X	✓	X	X	✓	X	N	N	N	N	N	N	N	N	N	N	N
E A Meyer	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	N	N	N	N	N	N	N
V Pillay	✓	✓	✓	✓	✓	✓	N	N	N	N	N	N	✓	✓	✓	✓	✓
H C Staple	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	N	N	N	N	N	N	N
H J Swart	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	N	N	N	N	G	✓	✓
P G Carshagen	✓	✓	✓	✓	✓	✓	N	N	N	N	N	N	N	N	N	N	N
J F J van Rensburg	✓	✓	✓	✓	✓	✓	G	G	✓	✓	N	N	N	N	N	N	N
J E Stumpf	✓	✓	✓	✓	✓	✓	E	E	E	E	✓	✓	✓	✓	✓	✓	✓
J A van Niekerk	✓	✓	✓	✓	✓	✓	E	E	E	E	G	N	N	N	N	N	N
D C Louw (retired)	✓	✓	-	-	-	-	G	-	-	-	✓	✓	✓	✓	-	-	-

✓ – Present
E – Ex Officio

X – Apology
G – Invitee as Director

N – Not on Committee

I – Invitee as Financial Director

INTERNAL CONTROL SYSTEMS

Proper internal control systems and processes are in place. They provide reasonable assurance to the Board of Directors and Management concerning the preparation of reliable, published financial statements and the safeguarding of the Group's assets. The proper operation of internal controls is monitored internally and the findings and recommendations are reported to Management and the Board of Directors. The Board of Directors, inter alia through the Audit and Risk Committee, supervises the financial reporting process.

EMPLOYEE PARTICIPATION

The Group employs a range of participative structures for issues that significantly and directly affect employees. These have been designed to maintain sound relationships between employer and employees through the effective communication of relevant information, consultation and the identification and resolution of conflict. The Group employs a policy of equal opportunities for all and promotes staff on merit.

CODE OF ETHICS

Through its Code of Ethics, the Group is committed to the highest standards of integrity, conduct and ethics in its dealings with all its stakeholders, including its directors, managers, employees, customers, suppliers, competitors, investors, shareholders and the public in general. It is expected of directors and staff to fulfil their ethical obligations in such a manner that fair, commercially competitive practices are employed in operating the business.

SUBSIDIARIES OF THE BKB GROUP

The following table lists the entities which are controlled by the Group, either directly or indirectly through subsidiaries.

As at the Last Practicable Date, the following companies' capital were Subsidiaries by BKB:

Investments in Subsidiaries	Issued Share Capital	Interest	Nature of business	Date of incorporation
BKB Shearing (Pty) Ltd	120	100%	The company is responsible for paying all wages to shearers	17/11/2015
Lihoai Consultancy (Pty) Ltd	1 000	100%	Consultancy activities	18/9/2019
Anzomix (Pty) Ltd	120	100%	Investment holding company	17/11/2015
The House of Fibre (Pty) Ltd	1 000	100%	Wool and Mohair Broker	14/11/1972
BKB Pinnacle Fibres (Pty) Ltd	6 631	100%	Interests in agricultural industry	8/9/1931
BKB Fuels (Pty) Ltd	–	100%	Dormant	30/3/2021
BKB Distribution Centre (Pty) Ltd	100	100%	Interests in agricultural industry	22/5/2013
BKB Louwid (Pty) Ltd	100	100%	Auctioneers	26/1/2005
BKB Van Wyk (Pty) Ltd	720	100%	Auctioneers	15/2/1960
Hoëveld Veilingsentrum (Pty) Ltd	100	50%	Auctioneers	22/5/2013
Shift Digital Acceleration (Pty) Ltd	2 000	100%	Digital transformation in agricultural industry	20/5/1949
RFID Experts Africa (Pty) Ltd	500	100%	Radio frequency identification technology	14/1/2014
Wool & Mohair Exchange of South Africa NPC	n/a	100%	Providing selling facilities for wool and mohair auctions and rental property	22/1/1959
Billsons Coutts (Pty) Ltd	1 000	100%	Property investment company	29/9/1964
PaKHouse Brands (Pty) Ltd	178 025	100%	Investment holding company	143/7/1994
Atlanta Sugar (Pty) Ltd	500	100%	Marketing of sugar in South Africa.	23/6/1995
Atlanta Sugar SA (Pty) Ltd	12 000 Ordinary shares 5 000 Preference shares	100%	Sugar trading and other grain products	1/7/1948
Atlanta Investments (Pty) Ltd	2 000	100%	Investment holding company for Atlanta Products (Pty) Ltd and Oceanic Swaziland (Pty) Ltd	8/5/2012
Atlanta Products (Pty) Ltd	100	100%	Pre-packing of sugar in eSwatini	22/10/2013
Oceanic Swaziland (Pty) Ltd	100	100%	Property holding	28/7/1987
Grainco Group Holdings (Pty) Ltd	200 350 No par value 100 par value	100%	Holds investments in AlphaAlfa, BKB GrainCo, BKB GrainCo and GritCo	26/5/2004
AlphaAlfa (Pty) Ltd	41 369 493	100%	Lucerne commodities broker and logistics	25/9/1974
BKB Grainco (Pty) Ltd	100 000	100%	Storage of grain, maize and similar agriculture products	15/5/2006
Grainco (Pty) Ltd	7 752 190	100%	Grain trading, milling, distribution and trading of grain and maize products. Also holds investments in Gritco Properties Proprietary Limited	3/11/1948
Gritco Properties (Pty) Ltd	20 440	100%	Property holding	18/2/1963
Pakhouse Fruits Holdings (Pty) Ltd	3 500	100%	Investment holding in Fruits Du Sud (Pty) Ltd	27/5/1925
Desert Raisins (Pty) Ltd	1 000	100%	Radio frequency identification technology	28/1/2002
Shearwater Logistics (Pty) Ltd	1 000	75%	Freight forwarding and logistic solutions	25/2/2021
Investments in Associates BKB Limited				
Nutopia Agri Developments (Pty) Ltd		50%	Property investment company	22/7/2020

**BKB LIMITED**

Incorporated in the Republic of South Africa

Registration number: 1998/012435/06

CTSE Share Code: 4ABKB**ISIN:** ZAE40000069

("BKB" or "the Company")

FORM OF SURRENDER (FOR USE BY CERTIFICATED SHAREHOLDERS ONLY)

To be completed by BKB Shareholders only.

1. Full details of the proposed listing of the Company ("**BKB Listing**") on the exchange operated by Cape Town Stock Exchange Proprietary Limited ("**CTSE**") are contained in the formal letter distributed to the shareholders of BKB, dated 2 February 2022 and the Listing Particulars Document.
2. In accordance with the provisions of the Financial Markets Act, No 19 of 2012, as amended ("**FMA**"), any trading in listed securities can only be implemented with such securities being in dematerialised format (ie the shares no longer being evidenced by share certificates or any other documents of title). Furthermore, in terms of the memorandum of incorporation of the Company ("**MOI**") (clause 9) it is determined that, for as long as the Company is listed on an exchange, the shares of the Company shall be held and issued in dematerialised format.
3. Accordingly, to the extent that any BKB shareholders hold share certificates prior to the BKB Listing becoming effective, such shareholders are required to surrender their BKB share certificates to the Company prior to the date of the BKB Listing, so as to allow for the share certificates to be dematerialised in anticipation of the BKB Listing.
4. Upon the shares being dematerialised, the shares will be transferred to an electronic share custody account with CTSE Registry Services Proprietary Limited ("**CTSE Registry**"), being a wholly owned subsidiary of CTSE, to be held on behalf of the relevant BKB shareholder. To the extent that a BKB shareholder wishes to trade his/her shares on or pursuant to the date of the BKB Listing, a share trading account must be opened with an approved broker of CTSE. In this regard, BKB shareholders should note that A-Trade Proprietary Limited ("**A-Trade**") is currently the only approved broker of CTSE.

This form of surrender is for use only by BKB shareholders holding BKB share certificates**INSTRUCTIONS:**

1. A separate Form of Surrender is required for each Certificated Shareholder.
2. **PART 1** – to be completed by Certificated Shareholders.
3. **PART 2** – must be completed **ONLY** by BKB Shareholders WHO ARE EMIGRANTS FROM OR NON-RESIDENTS OF THE COMMON MONETARY AREA.
4. Additional copies of this Form of Surrender may be obtained from the Company and/or the Transfer Secretary, being CTSE Registry Services Proprietary Limited.
5. All Shareholders, who hold BKB share certificates that has been lost or destroyed, who complete this Form of Surrender must attach a certified copy of their identity document.
6. All Forms of Surrender must be lodged with the BKB Company Secretary or the Transfer Secretary at the relevant address by **no later than 17:00 on 4 March 2022**.

The Company Secretary for BKB:

61 Grahamstown Road
 North End
 Gqeberha (Port Elizabeth)
 6001
 Eastern Cape, South Africa
 (PO Box 2002, North End, 6056)

Email: marinda.vanniekerk@bkb.co.za and/or
jo.oosthuizen@bkb.co.za

The Transfer Secretary: CTSE Registry Services Proprietary Limited

5th Floor, 68 Albert Road
 Woodstock
 Cape Town
 7925
 South Africa

(Postnet Suite 5, Private Bag X4, Woodstock, 7915)

Email: admin@ctseregistry.co.za

PART 1 – TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS.

I/We irrevocably and *in rem suam* authorise you to produce the signature of such documents that may be necessary to complete the dematerialisation of my/our share certificates in anticipation of the BKB Listing.

I/We hereby instruct you, upon my/our shares being dematerialised, to transfer my/our dematerialised shares to an electronic share custody account with CTSE to be held on my/our behalf.

My/Our signature(s) on this Form of Surrender constitutes my/our authority to execute this instruction.

I/We surrender and enclose the undermentioned share certificate(s):

Documents of title surrendered

Certificate number(s)	Number of BKB shares covered by each certificate
TOTAL	

Title	Stamp and address of agent lodging this form (if any)
Surname	
First name(s)	
Postal address of Shareholder recorded on the register	
Signature of Shareholder	
Assisted by (if applicable)	
Date	
Telephone numbers	
Home ()	
Work ()	
Cell ()	
Email:	
Membership number:	

PART 2 – TO BE COMPLETED BY EMIGRANTS FROM AND NON-RESIDENTS OF THE COMMON MONETARY AREA

Nominated authorised dealer in the case of a shareholder who is an emigrant from or a non-resident of the common monetary area (see note 2 below):

Name of authorised dealer/bank	
Address	
Account number	
Stamp and address of agent lodging this form (if any)	
Signature of Shareholder	

Notes:

- To the extent that shareholders deliver their BKB share certificates to the nearest BKB branch, the relevant BKB branch will issue an acknowledgement of receipt in respect of the share certificates surrendered. A detailed list of all the participating BKB branches (including the contact person for each branch) has been attached to the Dematerialisation letter to BKB shareholders dated 2 February 2022.
- Persons whose registered addresses in the register are outside the common monetary area, or whose shares are restrictively endorsed, should nominate an authorised dealer in Part B of this Form of Surrender.
- Any alteration to this Form of Surrender must be signed in full and not initialled.
- If this Form of Surrender is signed under a power of attorney, then such power of attorney, or a notarial certified copy thereof, must be sent with this Form of Surrender for noting (unless it has already been noted by the Company or its Transfer Secretary).
- If the BKB Shareholder is a company or close corporation, then unless it has already been registered by BKB or the Transfer Secretary, a certified copy of the directors' or members' resolution authorising the signing of this Form of Surrender must be submitted if requested by BKB or the Transfer Secretary.
- Note 4 does not apply in the event of this Form of Surrender bearing a recognised CTSE broker's stamp.
- Where there are joint holders of any shares in the Company, only that holder whose name stands first in the register in respect of such shares need sign this Form of Surrender.
- BKB reserves the right to accept or reject any Form of Surrender where Shareholders have not completed all the required information or have not delivered all the required documents to the Company Secretary and/or Transfer Secretary.